



SHAREHOLDERS' MEETING BROCHURE

COMBINED GENERAL MEETING *2023*

THURSDAY MAY 25, 2023 AT 10 A.M.

IMMEUBLE SCOR
5, AVENUE KLÉBER
75016 PARIS

SCOR
The Art & Science of Risk

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This document is a free translation of the French shareholders' meeting brochure (Brochure de convocation) and is proposed for information purposes only. In the event of inconsistency or discrepancy between the English version and the French version, the French version shall prevail.

The shareholders of SCOR SE are convened to an Ordinary and Extraordinary Shareholders' Meeting in order to deliberate and rule on the Meeting agenda and the draft resolutions presented therein. The Meeting will be held at the Company's registered office at:

SCOR SE

5, Avenue Kléber

75795 Paris

Tel. +33 (0) 1 58 44 70 00

Fax +33 (0) 1 58 44 85 00

www.scor.com

562 033 357 RCS Paris

Societas Europaea with share capital of EUR 1,415,265,813.82



CHAIRMAN'S MESSAGE

Dear Shareholders,

SCOR's Combined General Shareholders' Meeting will take place on:

**Thursday, May 25, 2023, at 10:00 (CEST)
at the registered office of the Company
5, avenue Kléber – 75116 Paris**

During this Annual General Meeting you will be asked to vote on resolutions concerning the approval of the 2022 financial statements, the distribution of a dividend of EUR 1.40 per share for 2022, the renewal of the mandates of seven directors, the ratification of the provisional appointment of one director, and the appointment of one new director.

2022 was a difficult year for SCOR, with very disappointing results despite a solid performance in the fourth quarter. A sustainable return to profitability is imperative. The Board of Directors of SCOR has unanimously decided to appoint a new Chief Executive Officer, replacing Laurent Rousseau. The Board of Directors has chosen Thierry Léger, an experienced and skilled reinsurer who is an expert in both life and non-life reinsurance. As of May 1, 2023, he will head the Executive Committee and will be responsible for managing the Group. In addition to this appointment, the Board of Directors proposes to the General Meeting that Thierry Léger join the Board.

For my part, I continue in my role as Chairman of the Board, which is composed of first-rate, active and committed directors.

Thierry Léger's mission is to breathe new life into the SCOR group, to give it fresh impetus, new momentum and new drive, and to consolidate its position as a Tier 1 global reinsurer, taking full advantage of its global underwriting platform, its outstanding technical know-how, its internationally recognized franchise, its first-rate reputation on the market, and the richness of its human capital.

As an industry, reinsurance is benefitting structurally from long-term growth drivers, such as the expansion of the risk universe, an increased aversion to risk (and consequently a greater demand for cover), a growing sphere of insurable risks, and the gradual reduction of the protection gap in both emerging markets and industrialized countries.

The reinsurance industry is also being supported by three favorable developments on both the asset and liability sides, which have emerged and accelerated in recent quarters. First, the positive phase of the property & casualty reinsurance cycle, marked by strong general market hardening, is ongoing. Second, in life & health reinsurance, the excess mortality associated with the Covid-19 pandemic has greatly diminished. Finally, the rise in interest rates – which SCOR is taking full advantage of thanks to the low duration of its investment portfolio – will significantly increase the financial contribution of investments to the Group's income.

— CHAIRMAN'S MESSAGE

Moreover, 2023 marks the transition to the new IFRS 17 accounting standard, which constitutes a veritable quantum leap for the reinsurance industry in general, and for SCOR in particular. This new standard reflects the Economic Value of the Group's risk portfolio more accurately and faithfully, particularly for life reinsurance. At EUR 8.7 billion, SCOR's Economic Value as of December 31, 2022, confirms the relevance of the strategic choices made over the past few years. These choices have notably been guided by the conviction that life reinsurance is a strong value creator. This Economic Value is now fully recognized in the Group's accounts, which was not the case under IFRS 4.

A new strategic plan under the new IFRS 17 accounting standard will be presented at the Investor Day on September 7, 2023. This plan will set out the optimal ways and means for the SCOR group to take full advantage of the current favorable environment and meet an increasingly sophisticated demand for protection, in a rapidly changing and increasingly complex risk universe. Thierry Léger will outline the main orientations of this strategic plan during the General Meeting.

The Board of Directors has every confidence in the Group's ability to actively pursue its development, with the twofold target of solvency and value creation. Consequently, it proposes a dividend of EUR 1.40 per share for 2022, which will be submitted for your approval at this General Meeting.

I know that we can count on the firm commitment of all the Group's employees across the world to contribute to the new momentum that will forge SCOR's destiny.

We believe in our extraordinary and fascinating job of helping the whole world to face ever more complex, severe and global risks.

The Board of Directors, which I have the honor of chairing, hopes that you will reaffirm your confidence in the SCOR group's policy by voting in favor of the resolutions submitted.

Yours faithfully,



Denis Kessler
Chairman



AGENDA



ORDINARY RESOLUTIONS

1. Approval of the financial statements of the Company for the year ended December 31, 2022;
2. Approval of the consolidated financial statements for the year ended December 31, 2022;
3. Appropriation of net income and payment of a dividend for the year ended December 31, 2022;
4. Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
5. Approval of the disclosures required by Article L. 22-10-9 I of the French Commercial Code;
6. Approval of the components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022 – *ex-post* Say on Pay;
7. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022 – *ex-post* Say on Pay;
8. Approval of the 2023 compensation policy for directors – *ex-ante* Say on Pay;
9. Approval of the 2023 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay;
10. Approval of the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023 – *ex-ante* Say on Pay;
11. Approval of the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023 – *ex-ante* Say on Pay;
12. Approval of the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023 – *ex-ante* Say on Pay;
13. Appointment of Thierry Léger as a director of the Company;
14. Ratification of the provisional appointment of Martine Gerow as a director of the Company;
15. Renewal of the term of office of Augustin de Romanet as a director of the Company;
16. Renewal of the term of office of Adrien Couret as a director of the Company;
17. Renewal of the term of office of Martine Gerow as a director of the Company;
18. Renewal of the term of office of Holding Malakoff Humanis, represented by Thomas Saunier, as a director of the Company;
19. Renewal of the term of office of Vanessa Marquette as a director of the Company;
20. Renewal of the term of office of Zhen Wang as a director of the Company;
21. Renewal of the term of office of Fields Wicker-Miurin as a director of the Company;
22. Authorization granted to the Board of Directors to carry out transactions in ordinary shares of the Company.

EXTRAORDINARY RESOLUTIONS

23. Delegation of authority granted to the Board of Directors for the purpose of taking decisions with respect to capital increases by capitalization of retained earnings, reserves, additional paid-in capital or any other capitalizable amounts;
24. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with preferential subscription rights;
25. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of a public offering (excluding an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code), shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights and with a compulsory priority subscription period;
26. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights;
27. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, with cancellation of preferential subscription rights;
28. Delegation of power granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, within the limit of 10% of the Company's capital, as consideration for securities contributed to the Company, with cancellation of preferential subscription rights;
29. Delegation of authority granted to the Board of Directors for the purpose of increasing the number of shares to be issued in the case of a capital increase with or without preferential subscription rights;
30. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company with cancellation of shareholders' preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing a contingent capital program;
31. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing an ancillary own funds program;
32. Authorization granted to the Board of Directors for the purpose of reducing the capital by canceling treasury shares;
33. Authorization granted to the Board of Directors to grant options to subscribe for and/or purchase shares of the Company, with waiver of preferential subscription rights in favor of employees and executive corporate officers;
34. Authorization granted to the Board of Directors for the purpose of granting existing ordinary shares of the Company to employees and executive corporate officers;
35. Delegation of authority granted to the Board of Directors in order to carry out a capital increase through the issuance of shares reserved for the members of employee savings plans (*plans d'épargne*), with cancellation of preferential subscription rights in favor of such members;
36. Aggregate ceiling on capital increases;
37. Powers to carry out formalities.



DRAFT RESOLUTIONS SUBMITTED BY THE SCOR SE BOARD OF DIRECTORS

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ORDINARY RESOLUTIONS

FIRST RESOLUTION

Approval of the financial statements of the Company for the year ended December 31, 2022

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended December 31, 2022, approves the Company's financial statements for the year ended December 31, 2022 as presented, which show net income of EUR 197,924,600.19 *versus* a net loss of EUR 71,651,062 for the previous year, as well as the transactions recorded in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the Shareholders' Meeting approves the amount of the expenses and charges referred to in Article 39.4 of said Code, which stands at EUR 276,747 for 2022. The Shareholders' Meeting notes that, as the tax group reported a tax loss, no corporate tax charge has been recorded in SCOR SE's financial statements for 2022.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2022

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements

for the year ended December 31, 2022 as presented, which show a consolidated net loss of EUR 300,951,813.14, as well as the transactions recorded in these consolidated financial statements or summarized in these reports.

THIRD RESOLUTION

Appropriation of net income and setting of a dividend for the year ended December 31, 2022

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and noting that according to Article R. 352-1-1 of the French Insurance Code (*Code des assurances*), undertakings such as the Company which are under prudential supervision are not required to set up a legal reserve, resolves not to allocate any amounts to the legal reserve.

Having noted that the financial statements for the year ended December 31, 2022 show net income of EUR 197,924,600.19, the Shareholders' Meeting resolves to appropriate such amount to the "retained earnings" account, as follows:

	In EUR
Retained earnings at December 31, 2022 before appropriation	1,107,714,232.48
2022 net income	197,924,600.19
Retained earnings after appropriation of 2022 net income	1,305,638,832.67

Having also noted that distributable reserves at December 31, 2022 amount to EUR 1,953,256,774.41, the Shareholders' Meeting resolves to pay a total dividend of EUR 251,539,813, representing a gross dividend per share of EUR 1.40, and to appropriate distributable reserves as follows:

	In EUR
Additional paid-in capital	516,454,574.13
Other reserves	131,163,367.61
Retained earnings after appropriation of 2022 net income	1,305,638,832.67
2022 distributable reserves	1,953,256,774.41
2022 dividend	251,539,813.00
Dividend charged to the " <u>retained earnings</u> " account	251,539,813.00
Retained earnings after appropriation of net income and dividends for 2022	1,054,099,019.67

The ex-dividend date will be May 30, 2023 and the dividend will be paid on June 1, 2023.

The total dividend amount of EUR 251,539,813 has been calculated on the basis of the number of shares comprising the Company's capital at December 31, 2022 as noted by the Board of Directors during its meeting of January 26, 2023 (corresponding to a gross dividend per share of EUR 1.40) and it will be adjusted on the ex-dividend date in the event of a change in this number, depending on the number of shares with rights to the 2022 dividend that are outstanding on that date.

Prior to the ex-dividend date, the Company will determine the number of outstanding shares with rights to the 2022 dividend, taking into account:

- (i) the number of treasury shares held by the Company; and
- (ii) the number of new shares, if any, issued since December 31, 2022 upon exercise of stock options or securities giving access to the Company's capital which entitle their holders to the 2022 dividend due to their *cum* rights date.

The Shareholders' Meeting resolves that if, as of the ex-dividend date, the number of shares with rights to the 2022 dividend is different from the number of shares noted by the Board of Directors at its meeting on January 26, 2023, the total dividend amount shall be adjusted accordingly (without affecting the dividend per share) and, as the case may be:

- (i) the unpaid dividends shall be credited to the "retained earnings" account; or
- (ii) the amount of the additional dividends to be paid shall be deducted by priority from the "retained earnings" account and any remaining balance from the "additional paid-in capital" account.

The Shareholders' Meeting notes that this gross dividend will automatically be subject to a flat tax (*prélèvement forfaitaire unique*) at the rate of 30% (*i.e.*, 12.8% for income tax and 17.2% for social taxes) for individual shareholders resident in France for tax purposes and will not qualify for the 40% relief granted on income taxed at the graduated rate under Article 158-3-2 of the French General Tax Code, unless such shareholder has expressly and irrevocably opted to pay income tax at the graduated rate on his or her total securities income. Shareholders who opt to be taxed at the graduated rate will be entitled to the 40% tax relief provided for in Article 158-3-2° of the French General Tax Code, *i.e.*, EUR 0.56 per share.

For individuals resident in France for tax purposes who opt to be taxed at the graduated rate, the dividend will in any case, unless there is a specific exemption, be subject at the time of payment to the flat-rate withholding tax (PFNL) at the rate of 12.8%, which will be deductible from their income tax for the following year.

Social taxes at the rate of 17.2% (CSG, CRDS, social levy and additional contributions) due by French tax residents are, in all cases, levied when dividends are paid, on their gross amount. The gross dividend will therefore be subject to a flat tax of 30% (12.8% + 17.2%) when it is paid.

Pursuant to the requirements of Article 243 *bis* of the French General Tax Code, the Shareholders' Meeting notes that the following amounts were distributed as dividends for the previous three years:

Year ended:	12/31/2019	12/31/2020	12/31/2021
Dividend			
(Amount eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code)	EUR 0 ⁽¹⁾ EUR 0 per share	EUR 336,114,136.80 ⁽¹⁾ EUR 1.80 per share	EUR 321,141,315.60 ⁽¹⁾ EUR 1.80 per share

(1) Amount decided by the Annual Shareholders' Meeting, excluding the adjustments made on the ex-dividend date to take into account the number of treasury shares held by the Company and the number of new shares resulting from the exercise of stock options at that date.

FOURTH RESOLUTION

Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code

Having considered the special report of the Statutory Auditors on agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, the Shareholders' Meeting notes the conclusions of this report, which does not mention any new

agreement falling within the scope of Articles L. 225-38 *et seq.* of the French Commercial Code and entered into during the year ended December 31, 2022.

FIFTH RESOLUTION

Approval of the disclosures required by Article L. 22-10-9 I of the French Commercial Code

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance, including the disclosures about the compensation of the corporate officers (*mandataires sociaux*) of

the Company required by Article L. 22-10-9 I of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information provided in said report, as presented in Section 2.2 of the 2022 Universal Registration Document.

SIXTH RESOLUTION

Approval of the components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022 – *ex-post* Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance and noted that the Shareholders' Meeting of May 18, 2022, in its tenth resolution, approved the 2022 compensation policy for Denis Kessler as Chairman of the Board of Directors, approves, in accordance

with Article L. 22-10-34 II of the French Commercial Code, the components of the total compensation and benefits paid or awarded to Denis Kessler as Chairman of the Board of Directors for the year ended December 31, 2022, as presented in Section 2.2.1.2.1. of the 2022 Universal Registration Document.

SEVENTH RESOLUTION

Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022 – ex-post Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance and noted that the Shareholders' Meeting of May 18, 2022, in its eleventh resolution, approved the 2022 compensation policy for Laurent Rousseau as Chief Executive Officer, approves, in accordance

with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau as Chief Executive Officer for the year ended December 31, 2022, as presented in Section 2.2.1.2.2. of the 2022 Universal Registration Document.

EIGHTH RESOLUTION

Approval of the 2023 compensation policy for directors – ex-ante Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with

Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the directors of the Company, as presented in Section 2.2.1.4.1. of the 2022 Universal Registration Document.

NINTH RESOLUTION

Approval of the 2023 compensation policy for the Chairman of the Board of Directors – ex-ante Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I

of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as presented in this report set out in Section 2.2.1.4.2. of the 2022 Universal Registration Document.

TENTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023 – ex-ante Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves,

pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023, as presented in this report set out in Section 2.2.1.4.3. of the 2022 Universal Registration Document.

ELEVENTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023 – ex-ante Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves,

pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023, as presented in this report set out in Section 2.2.1.4.4. of the 2022 Universal Registration Document.

TWELTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023 – *ex-ante* Say on Pay

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves,

pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023, as presented in this report set out in Section 2.2.1.4.5. of the 2022 Universal Registration Document.

THIRTEENTH RESOLUTION

Appointment of Thierry Léger as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors, decides to appoint Thierry Léger as a director for a

three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

FOURTEENTH RESOLUTION

Ratification of the provisional appointment of Martine Gerow as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors, ratifies the provisional appointment as a director of

Martine Gerow decided by the Board of Directors on November 8, 2022 to fill the seat left vacant by the resignation of Kory Sorenson, for the remainder of Kory Sorenson's term expiring at the end of this Shareholders' Meeting.

FIFTEENTH RESOLUTION

Renewal of the term of office of Augustin de Romanet as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Augustin de Romanet as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report,

to renew Augustin de Romanet as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

SIXTEENTH RESOLUTION

Renewal of the term of office of Adrien Couret as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Adrien Couret as a director expires at the end of this meeting, resolves, having

considered the Board of Directors' report, to renew Adrien Couret as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

SEVENTEENTH RESOLUTION

Renewal of the term of office of Martine Gerow as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Martine Gerow as a director expires at the end of this meeting,

resolves, having considered the Board of Directors' report, to re-elect Martine Gerow as a director for a two (2) year term expiring at the end of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

EIGHTEENTH RESOLUTION

Renewal of the term of office of Holding Malakoff Humanis, represented by Thomas Saunier, as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Holding Malakoff Humanis as a director expires at the end of this meeting, resolves, having considered the Board of

Directors' report, to renew Holding Malakoff Humanis as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

NINETEENTH RESOLUTION

Renewal of the term of office of Vanessa Marquette as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Vanessa Marquette as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report,

to renew Vanessa Marquette as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

TWENTIETH RESOLUTION

Renewal of the term of office of Zhen Wang as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Zhen Wang as a director expires at the end of this meeting, resolves, having

considered the Board of Directors' report, to renew Zhen Wang as a director for a two (2) year term expiring at the end of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

TWENTY-FIRST RESOLUTION

Renewal of the term of office of Fields Wicker-Miurin as a director of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Fields Wicker-Miurin as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report,

to renew Fields Wicker-Miurin as a director for a two (2) year term expiring at the end of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

TWENTY-SECOND RESOLUTION

Authorization granted to the Board of Directors to carry out transactions in ordinary shares of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the Board of Directors' report:

1. authorizes the Board of Directors, with the option to sub-delegate, under the conditions provided for by the applicable regulations, to purchase, sell or transfer Company ordinary shares pursuant, *inter alia*, to Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulation (*Règlement général*) of the French financial markets authority (AMF), Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014, Commission Delegated Regulation (EU) no. 2016/1052 of March 8, 2016 and the market practices admitted by the AMF;
 - (i) when the shares are bought back to enhance the liquidity of the stock, in accordance with the applicable law and regulations, the number of shares taken into account for the calculation of the 10% limit shall correspond to the number of shares bought back less the number of shares resold during the period covered by the authorization,
 - (ii) when the shares are bought back by the Company for retention and subsequent remittance in payment or exchange within the framework of an operation of merger, spin-off or contribution, the number of shares thus bought back shall not be able to exceed 5% of the Company's share capital, and
 - (iii) the number of treasury shares shall be taken into account so that the Company never holds treasury shares in excess of 10% of its share capital.

These percentages shall apply to a number of shares adjusted, if applicable, to reflect transactions that may affect the share capital following the Shareholders' Meeting;
2. resolves that the maximum number of shares that may be bought back under this authorization shall be capped at 10% of the number of shares comprising the Company's capital at the date of such purchases, it being specified that:
 - (iii) ensure the liquidity of SCOR's share through a liquidity contract with an investment service provider in accordance with the market practice accepted by the AMF,
 - (iv) retain shares for subsequent remittance in exchange or as a payment in conjunction with external growth transactions, contributions, mergers or spin-offs,
 - (v) deliver shares on the exercise of rights attached to securities issued by the Company or by one of its subsidiaries, giving access to the Company's capital by redemption, conversion, exchange, presentation of a warrant or in any other way, immediately or in the future, as well as to carry out any coverage transactions in respect of the obligations of the Company or of the subsidiary concerned, as the case may be, linked to these securities,
 - (vi) implement any market practice that may be permitted by the AMF, and
 - (vii) more generally, carry out any other transaction in accordance with the regulations in force;
3. resolves that such transactions may be undertaken for any purposes permitted or which become authorized by the applicable laws and regulations, and in particular in view of the following objectives:
 - (i) reduce the Company's share capital by canceling any shares bought back, within the limits established by law, in conjunction with a share capital reduction decided or authorized by the Shareholders' Meeting,
 - (ii) allocate shares to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of affiliated companies, including any coverage of any Company stock option plans pursuant to Articles L. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code (*Code de commerce*),
 - allocation of Company free shares in conjunction with the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, allocation of Company shares under a profit sharing scheme (*participation aux fruits de l'expansion de l'entreprise*) or allocation or transfer of the Company's shares under an employee savings plan (*plan d'épargne salariale*), including in the context of the provisions of Articles L. 3321-1 *et seq.* and L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*),
4. resolves that the purchase, sale or transfer of such ordinary shares may be undertaken, in one or several transactions, under conditions authorized by stock exchange authorities, by any means, in particular on a regulated market, on a multilateral trading facility, *via* a systematic internalizer or over-the-counter, including by purchase or sale of blocks, by the use of derivative financial instruments traded on a regulated stock exchange or over-the-counter, or by the implementation of options strategies and, at such times as the Board of Directors or any person appointed for this purpose by the Board of Directors may decide, excluding periods of public offers on the Company's share capital;
5. resolves that such transactions may, in accordance with applicable regulations, be carried out at any time, on one or more occasions.

By exception, the Board of Directors may not, without prior authorization of the Shareholders' Meeting, use this authorization during any period of public offering on the Company and until the end of the offer acceptance period (*période d'offre*).

However, the Company will remain authorized to effect the transactions covered by this resolution:

- (i) when the public offering in question is entirely in cash, and
- (ii) for the strict requirements of compliance with Company commitments made prior to the filing of the public offering in question, regarding the servicing or hedging of all stock options, other share attributions and, more generally, any kind of allocation made to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of any related companies.

Regarding the authorization granted under the cumulative conditions described under (i) and (ii) above, it is moreover stipulated that should the transactions in question be liable to cause the public offering in question to fail, then such implementation should be the subject of authorization or confirmation from the Shareholders' Meeting;

- 6. resolves that the shares may not be bought back at a price in excess of EUR 60 (excluding transaction costs), or the equivalent of this price on the same date in any other currency. Excluding the shares already held by the Company and based on the number of shares outstanding at December 31, 2022, the theoretical number of shares that may be bought back would be 17,967,129 shares and the hypothetical maximum amount allocated to the share buy-back program in application of this resolution would thereby amount to EUR 1,078,027,740 (excluding purchase costs);

- 7. gives all powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, in order to carry out all adjustments to the maximum price, including in the event of a capital increase by capitalization of retained earnings, reserves or additional paid-in capital and any other capitalizable amounts, either raising the shares' par value or creating and allocating free shares, as well as in the event of a split or a reverse stock split of Company shares or any other equity transaction, to reflect the impact of such transactions on the share value;
- 8. grants full powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to implement this resolution including to carry out all stock exchange orders, to enter into any agreements with a view, *inter alia*, to keeping share purchase and sale records, to establish all documents, including information documents, to proceed with any permitted reallocation, to carry out all declarations and formalities with the *Autorité des marchés financiers* and others and, more generally, to do whatever may be necessary.

The Board of Directors shall report to the Shareholders' Meeting each year on the transactions carried out pursuant to this resolution.

The share buy-back authorization described above is for a maximum duration of eighteen (18) months from its approval by the Shareholders' Meeting of SCOR SE. It renders null and void, for its unused portion, any prior authorization with the same purpose.

EXTRAORDINARY RESOLUTIONS

TWENTY-THIRD RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of taking decisions with respect to capital increases by capitalization of retained earnings, reserves, additional paid-in capital or any other capitalizable amounts

The Shareholders' Meeting, voting in extraordinary form and in accordance with the quorum and majority required for ordinary shareholders' meetings provided for in Articles L. 225-98 and L. 22-10-32 of the French Commercial Code, and resolving in accordance with Articles L. 225-129 *et seq.*, particularly Article L. 225-129-2, Article L. 225-130 and Articles L. 22-10-49 and L. 22-10-50 of the French Commercial Code, having considered the Board of Directors' report and noted that the Company's capital is fully paid up:

- 1. delegates its authority to the Board of Directors for the purpose of deciding and carrying out a capital increase, on one or more occasions and in the proportions and at the times it deems appropriate, by capitalizing all or part of retained earnings, reserves, additional paid-in capital or other capitalizable amounts, and issuing free ordinary shares of the Company and/or raising the par value of existing ordinary shares;

- 2. resolves that the aggregate par value of the capital increase(s) carried out under this delegation of authority shall not exceed two hundred million euros (EUR 200,000,000).

This ceiling:

- (i) does not take into account any shares of the Company that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of any securities giving access, by any means, immediately and/or at a later date, to the Company's capital,
- (ii) is independent of the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting;

3. resolves that the Board of Directors may decide that any rights to fractional shares shall not be negotiable or tradable, that the corresponding shares shall be sold on the market and that the sale proceeds shall be allocated to the holders of such rights within the period specified in the applicable regulations;
4. resolves that the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – shall have full powers to use this delegation of authority and to:
 - (i) determine the amount and nature of the sums to be capitalized,
 - (ii) set the number of new shares to be issued or the amount by which the par value of the existing shares shall be increased,
 - (iii) determine the retroactive or future *cum* rights date of the new shares or the date on which the increase in par value shall take effect,
 - (iv) place on record the effective completion of the resulting capital increase(s), carry out any related formalities and amend the bylaws to reflect the new capital,
 - (v) apply for the admission to trading of the shares issued pursuant to this resolution on any market it deems appropriate, and
 - (vi) generally, to take all useful measures for the successful completion of the capital increase(s).

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

TWENTY-FOURTH RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and resolving in accordance with Articles L. 225-129 *et seq.*, in particular Article L. 225-129-2, Articles L. 22-10-49, L. 225-132 to L. 225-134, and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, and noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, and subject to the conditions and limits set out below, of:
 - (i) ordinary shares of the Company, and/or
 - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing or future shares of the Company.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

This delegation of authority may not be used to issue preference shares;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority

may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);

3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves, as necessary, that the subscriptions may be paid up in cash, including by capitalizing liquid and callable debts, or partly in cash and partly by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts;
5. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:
 - (i) the maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority immediately and/or at a later date, shall not exceed five hundred and sixty-six million one hundred and six thousand three hundred and twenty-six euros (EUR 566,106,326), or the equivalent of this euro amount on the date the issuance is decided.

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization,

- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed seven hundred million euros (EUR 700,000,000) or the equivalent of this euro amount on the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code,

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;

6. resolves that the shareholders shall have a preferential right to subscribe for the ordinary shares and/or securities giving access to the capital issued pursuant to this delegation of authority, prorata to their interests in the Company's capital;
7. authorizes the Board of Directors to give the shareholders a right to subscribe for ordinary shares or securities giving access to the capital in excess of their preferential right, also exercisable prorata to their interests in the Company's capital and within the limit of their requests;
8. resolves, as necessary, that, if the issuance has not been taken up in full, to take one or more of the following courses of action, in the order of its choice, subject to compliance with applicable law:
 - (i) limit the issuance to the amount of the subscriptions received, within the limits specified by the regulations, if any,
 - (ii) allocate freely all or some of the unsubscribed ordinary shares or securities giving access to the capital included in the proposed issuance, within the limits specified by regulations, if any, and
 - (iii) offer all or some of the unsubscribed ordinary shares or securities giving access to the capital for subscription by the public;

9. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to Capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

10. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:

- (i) to set the terms, conditions and procedures, including the timing, of the issuances of ordinary shares and/or securities giving access to the capital, to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority, and, in the case of debt securities, to determine their ranking for repayment purposes, their interest rate and interest payment terms, the issuance currency, their life and their repayment terms in installments or at maturity,
- (ii) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority,
- (iii) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority,
- (iv) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations,
- (v) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
- (vi) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities,
- (vii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance,
- (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion, and
- (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

TWENTY-FIFTH RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of a public offering (excluding an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code), ordinary shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights and with a compulsory priority subscription period

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-131, L. 225-135 and L. 225-36, Articles L. 22-10-49, L. 22-10-51, L. 22-10-52, and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, as part of a public offering (excluding a restricted offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code), on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, subject to the conditions and limits set out below, of:

- (i) ordinary shares of the Company, and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing or future shares of the Company,

with cancellation of preferential subscription rights and with a compulsory priority subscription period.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The following are excluded from the scope of this delegation of authority:

- (i) issuances of preference shares, and
- (ii) issuances of ordinary shares and/or any other securities giving access to the capital as part of an offer referred to in Article L. 411-2-1° of the French Financial and Monetary Code, which are the subject of the twenty-sixth resolution below;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or

unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any unit of account established by reference to several currencies);

3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves, as necessary, that the subscriptions may be paid up in cash, including by capitalizing liquid and callable debts;
5. resolves that public offering(s) decided upon pursuant to this resolution may be combined in the same issuance or in several issuances carried out simultaneously as part of private placements pursuant to the twenty-sixth resolution below;
6. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:
 - (i) the maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority immediately and/or at a later date shall not exceed one hundred and forty-one million five hundred and twenty-six thousand five hundred and seventy-seven euros (EUR 141,526,577), or the equivalent of this euro amount on the date the issuance is decided.

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization,

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- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code,

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the ceilings set in the twenty-fourth resolution and the aggregate ceilings set in the thirty-sixth resolution;

7. resolves that the aggregate par value of ordinary shares issued upon exercise of all or some of:

- (i) the warrants issued by the Company on December 16, 2022 pursuant to the twenty-third resolution of the Annual Shareholders' Meeting of May 18, 2022 (the "2022 Warrants"),
- (ii) the 2023 Contingent Warrants (as this term is defined in the thirtieth resolution below) that may be issued pursuant to the thirtieth resolution submitted to this Shareholders' Meeting for approval, and
- (iii) the 2023 AOF Warrants (as this term is defined in the thirty-first resolution below) that may be issued pursuant to the thirty-first resolution submitted to this Shareholders' Meeting for approval,

shall be deducted from the ceiling on capital increases set in this resolution;

8. resolves to waive shareholders' preferential right to subscribe for the ordinary shares and the securities giving access to the capital that may be issued under this resolution.

However, the Board shall be required to grant shareholders non-transferable and non-tradable priority subscription rights, exercisable prorata to the number of ordinary shares held, and over a priority period of at least five (5) trading days.

The Board of Directors may also decide to offer shareholders a right to subscribe for ordinary shares or securities giving access to the capital not taken up by other shareholders, in excess of their priority right. This right shall also be exercisable prorata to the number of ordinary shares held.

If the issuance has not been taken up in full by the end of the priority subscription period, the Board shall be free to use, in the order of its choosing, all or some of the measures provided for in Article L. 225-134 of the French Commercial Code;

9. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

10. resolves that if the proposed issuance is not taken up in full, the Board of Directors may, within the limits specified by the applicable regulations, limit the issuance to the amount of the subscriptions received and/or freely allocate all or some of the unsubscribed ordinary shares or securities giving access to the capital, as applicable;

11. resolves that the issuance price of the ordinary shares shall be set by the Board of Directors in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code at an amount at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three (3) trading days preceding the beginning of the offer, minus a discount of up to 10%, as the case may be;

12. resolves that the issuance price of the securities giving access to the capital shall be set in such a way that the amount received immediately by the Company plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum price defined in point 11 above;

13. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:

- (i) to set the terms, conditions and procedures, including the timing, of the issuances of ordinary shares and/or securities giving access to the capital, to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority, and, in the case of debt securities, to determine their ranking for repayment purposes, their interest rate and interest payment terms, the issuance currency, their life and their repayment terms in installments or at maturity,
- (ii) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority,
- (iii) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority,

- (iv) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations,
 - (v) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
 - (vi) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities,
 - (vii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance,
 - (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion, and
 - (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.
- This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

TWENTY-SIXTH RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, ordinary shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and resolving in accordance with Articles L. 225-129 *et seq.*, in particular Article L. 225-129-2, Articles L. 22-10-49, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, and having noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, as part of a public offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, of ordinary shares and/or any other securities giving access to the capital, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, subject to the conditions and limits set out below, of:
 - (i) ordinary shares of the Company; and/or
 - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing or future shares of the Company,

with cancellation of preferential subscription rights.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

This delegation of authority may not be used to issue preference shares;
2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);
3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves, as necessary, that the subscriptions may be paid up in cash, including by capitalizing liquid and callable debts;
5. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:
 - (i) the capital increase(s) decided by the Board of Directors and carried out immediately and/or at a later date shall not result in the issuance of a number of ordinary shares representing more than 10% of the Company's capital on the issuance date.

This ceiling does not include the par value of any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital, and

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- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code,

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the ceilings set in the twenty-fifth resolution as well as the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;

6. resolves to waive shareholders' preferential right to subscribe for the ordinary shares and securities giving access to the capital that may be issued under this delegation of authority;
7. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;
8. resolves that the issuance price of the ordinary shares issued directly or to which the securities giving access to the capital issued pursuant to this delegation of authority entitle the holder shall be set by the Board of Directors in accordance with Articles L. 22-10-52 and R. 22-10-32 at an amount at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three (3) trading days preceding the beginning of the offer, less a discount of up to 10%;
9. resolves that the issuance price of the securities giving access to the capital shall be set in such a way that the amount received immediately by the Company, plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum price defined in point 8 above;

10. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:

- (i) to set the terms, conditions and procedures, including the timing, of the issuances of ordinary shares and/or securities giving access to the capital, to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority, and, in the case of debt securities, to determine their ranking for repayment purposes, their interest rate and interest payment terms, the issuance currency, their life and their repayment terms in installments or at maturity,
- (ii) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority,
- (iii) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority,
- (iv) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations,
- (v) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
- (vi) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities,
- (vii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance,
- (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion, and
- (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

TWENTY-SEVENTH RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, with cancellation of preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and resolving in accordance with Articles L. 22-10-54, L. 225-129, L. 225-129-2 *et seq.* and Articles L. 22-10-49 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, on or more occasions, of:

- (i) ordinary shares of the Company, and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company,

as consideration for securities tendered to any public exchange offer or any cash offer with a stock alternative initiated by the Company, in France or abroad, according to local rules, for the securities of a company whose shares are traded on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code (or any other transaction having the same effect, such as a reverse merger or scheme of arrangement) and resolves to cancel the shareholders' preferential right to subscribe for these ordinary shares and/or securities giving access to the capital in favor of the holders of the securities tendered to the offer.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);

3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;

4. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:

- (i) the maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority immediately and/or at a later date, shall not exceed one hundred and forty-one million five hundred and twenty-six thousand five hundred and seventy-seven euros (EUR 141,526,577).

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization,

- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code,

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the ceilings set in the twenty-fifth resolution as well as the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;

5. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

6. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority and:
- (i) to set the terms and conditions and implement the public offer(s) concerned by this delegation of authority,
 - (ii) to place on record the number of securities tendered to the offer,
 - (iii) to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority,
 - (iv) to set the terms, conditions and procedures, including the timing, of the issuances and set the retroactive or future *cum* rights date of the securities issued pursuant to this delegation of authority,
 - (v) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority,
 - (vi) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations,
 - (vii) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
 - (viii) if necessary, to modify the terms of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities,
 - (ix) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance, and apply for the admission to trading of the securities issued pursuant to this delegation of authority, and
 - (x) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned transactions or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

TWENTY-EIGHTH RESOLUTION

Delegation of power granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, within the limit of 10% of the Company's capital, as consideration for securities contributed to the Company, with cancellation of preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and Articles L. 225-147, L. 22-10-49, L. 22-10-53, L. 225-129 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, and noted that the share capital has been fully paid up, resolves:

1. to delegate its power to the Board of Directors for the purpose of deciding to issue and issuing, within the limit of 10% of the Company's capital:
- (i) ordinary shares of the Company, and/or
 - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company,

as consideration for shares or securities giving access to the capital contributed to the Company where Article L. 22-10-54 of the French Commercial Code does not apply.

The above limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to

preserve the rights of holders of securities giving access to the capital or other rights to the capital.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of power while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

Any decision to use this delegation of power shall be made by the Board of Directors on the basis of the report of one or more contribution auditors appointed in accordance with Article L. 225-147 of the French Commercial Code;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of power may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);

3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves that the ordinary shares of the Company and/or securities giving access to the capital issued pursuant to this delegation of power shall be deducted from the ceilings set in the twenty-fifth resolution as well as the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;
5. notes that the Company's shareholders shall have no preferential subscription rights to the ordinary shares and/or securities giving access to the capital issued pursuant to this delegation of power, these being intended exclusively as consideration for any contributions in kind of shares made to the Company;
6. notes that the decision to issue securities giving access to the capital automatically entails the waiver by the shareholders of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders;
7. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of power and:
 - (i) to approve the value attributed to the contributed assets as well as the value of any related benefits granted, and approve the report of the contribution auditors on the value of the contributed assets referred to in Article L. 22-10-53 and Article L. 225-147 1 & 2 of the French Commercial Code,
 - (ii) to set the terms, conditions and procedures, including the timing, of the issuances and determine the number and characteristics of the securities to be issued pursuant to this delegation of power,
 - (iii) to set the retroactive or future *cum* rights date of the securities issued pursuant to this delegation of power,
 - (iv) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this delegation of power,
 - (v) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations,
 - (vi) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
 - (vii) if necessary, to modify the terms of the securities issued pursuant to this delegation of power, during the life of the securities and in compliance with the applicable formalities,
 - (viii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance,
 - (ix) to apply for the admission to trading of the securities issued pursuant to this delegation of power on any market at the Board's discretion, and
 - (x) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of power, and amend the bylaws accordingly.

This delegation of power is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

TWENTY-NINTH RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of increasing the number of shares to be issued in the case of a capital increase with or without preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and Articles L. 225-135-1 and L. 22-10-49 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up, resolves:

1. to authorize the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to increase the number of shares to be issued in the event of a capital increase carried out with or without preferential subscription rights, pursuant to the twenty-fourth, twenty-fifth and twenty-sixth resolutions of this Shareholders' Meeting, at any time within the period and subject to the limits specified in the law and the regulations applicable on the issuance date (currently, within thirty days of the close of the initial subscription period, and up to 15% of the initial issuance, at the same price as that used for the initial issuance), subject to compliance with:
 - (i) the specific ceiling provided for in the resolution on the basis of which the initial issuance was decided, and

- (ii) the aggregate ceiling set in the thirty-sixth resolution of this Shareholders' Meeting, notably in order to offer a greenshoe option in accordance with market practices.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period;

2. that, in the case of a decision to increase the capital pursuant to the twenty-fourth resolution of this Shareholders' Meeting, the limit referred to in Article L. 225-134 I-1° of the French Commercial Code shall be increased in the same proportions.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation of authority with the same purpose.

THIRTIETH RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries meeting specific criteria, with a view to implementing a contingent capital program

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and with Articles L. 228-92, L. 225-129-2, L. 22-10-49 and L. 225-138 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up, resolves:

1. to delegate its authority to the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to issue, on one or more occasions, securities giving access to the capital that have the characteristics of warrants (the “2023 Contingent Warrants”).

The holders of the 2023 Contingent Warrants shall have a contractual obligation to exercise the warrants and subscribe for new ordinary shares if the Company, in its capacity as insurer or reinsurer, needs to raise capital to cover the consequences of natural or man-made disasters likely to have a significant adverse effect on the Group's profitability or solvency, as described in the Board of Directors' report (a “Trigger Event”). The Company shall

be required to notify the holders of the 2023 Contingent Warrants of the occurrence of any such Trigger Event in order to draw on this or these contingent equity lines and automatically raise additional capital;

2. that (i) the use of this delegation of authority by the Board of Directors shall be subject to the prior exercise, cancellation or expiration of all or some of the 2022 Warrants (as defined in the twenty-fifth resolution of this Shareholders' Meeting) and that (ii) if the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2022 Warrants and the 2023 Contingent Warrants shall not exceed 10% of the number of shares comprising the share capital of the Company on the issuance date of the ordinary shares.

The Board of Directors shall not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period;

3. that the aggregate par value of all the ordinary shares issued upon exercise of the 2023 Contingent Warrants shall not exceed three hundred million euros (EUR 300,000,000), including issuance premiums;
4. that (i) the number of new ordinary shares to be issued upon exercise of the 2023 Contingent Warrants shall not exceed 10% of the number of shares comprising the capital of the Company on the date of issuance of said ordinary shares, and that (ii) the total par value of the ordinary shares issued upon exercise of the 2023 Contingent Warrants shall be deducted from:
 - (i) the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting, without exceeding said ceiling, and
 - (ii) the ceiling set in the twenty-fifth resolution of this Shareholders' Meeting, without being limited by this ceiling.

This ceiling does not include the par value of any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital;
5. to waive the shareholders' preferential right to subscribe for the 2023 Contingent Warrants and to reserve their subscription to the categories of beneficiaries meeting the following criteria:
 - (i) any special purpose vehicle ("SPV") not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in the Board of Directors' report to this Shareholders' Meeting, and/or
 - (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

In accordance with Article L. 225-138 I of the French Commercial Code, the Board of Directors shall draw up the list of investors in these categories or select a single investor, as it deems appropriate;
6. that, in accordance with Article L. 225-138 II of the French Commercial Code, taking into account the terms of the Board of Directors' report and the special report of the Statutory Auditors, the subscription price per 2023 Contingent Warrant shall be zero point zero zero one euro (EUR 0.001);
7. that the subscription price per share for the new ordinary shares issued upon exercise of the 2023 Contingent Warrants shall be determined by the Board of Directors on the basis of the volume-weighted average of the prices quoted for the Company's shares on Euronext Paris over the three (3) trading days immediately preceding the exercise of the 2023 Contingent Warrants less a discount of up to 10%, not to represent less than the shares' par value;
8. that, in accordance with Article L. 225-132 of the French Commercial Code, issuance of the 2023 Contingent Warrants will automatically entail the waiver by shareholders, in favor of the holders of said 2023 Contingent Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;
9. that the 2023 Contingent Warrants shall have a maximum life of four (4) years from the issuance date;
10. that if the Board of Directors uses the delegation of authority granted in the thirty-first resolution of this Shareholders' Meeting, this delegation shall become null and void;
11. to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:
 - (i) to set the terms, conditions and procedures for the issuance of the 2023 Contingent Warrants,
 - (ii) to enter into one or more agreements with the designated investor(s) within the above category(ies),
 - (iii) to determine the definitive characteristics of the 2023 Contingent Warrants and of the ordinary shares to be issued upon exercise of the 2023 Contingent Warrants,
 - (iv) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority,
 - (v) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority,
 - (vi) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
 - (vii) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities,
 - (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion, and
 - (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

THIRTY-FIRST RESOLUTION

Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries meeting specific criteria, with a view to implementing an ancillary own funds program

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and with Articles L. 228-92, L. 225-129-2, L. 22-10-49 and L. 225-138 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up, resolves:

1. to delegate its authority to the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to issue, on one or more occasions, securities giving access to the capital that have the characteristics of warrants (the “2023 AOF Warrants”). The holder(s) of the 2023 AOF Warrants shall have a contractual obligation to exercise the warrants and subscribe new ordinary shares of the Company in contractually defined circumstances. The warrants shall enable the Company to have automatic access to additional capital on request or on a mandatory basis following the occurrence of a Trigger Event;
2. that (i) the use of this delegation of authority by the Board of Directors shall be subject to the prior exercise, cancellation or expiration of all or some of the 2022 Warrants (as defined in the twenty-fifth resolution of this Shareholders' Meeting) and that (ii) if the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2022 Warrants and the 2023 AOF Warrants shall not exceed 10% of the number of shares comprising the share capital of the Company on the issuance date of the ordinary shares.

The Board of Directors shall not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period;
3. that the aggregate par value of all the ordinary shares issued upon exercise of the 2023 AOF Warrants shall not exceed three hundred million euros (EUR 300,000,000), including issuance premiums;
4. that (i) the number of new ordinary shares to be issued upon exercise of the 2023 AOF Warrants shall not exceed 10% of the number of shares comprising the capital of the Company on the date of issuance of said ordinary shares, and that (ii) the total par value of the ordinary shares issued upon exercise of the 2023 AOF Warrants shall be deducted from:

(i) the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting, without exceeding said ceiling, and

(ii) the ceiling set in the twenty-fifth resolution of this Shareholders' Meeting, without being limited by this ceiling.

This ceiling does not include the par value of any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital;

5. to waive the shareholders' preferential right to subscribe for the 2023 AOF Warrants and to reserve their subscription to the categories of beneficiaries meeting the following criteria:

(i) any special purpose vehicle (“SPV”) not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in the Board of Directors' report to this Shareholders' Meeting, and/or

(ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

In accordance with Article L. 225-138 I of the French Commercial Code, the Board of Directors shall draw up the list of investors in these categories or select a single investor, as it deems appropriate;

6. that, in accordance with Article L. 225-138 II of the French Commercial Code, the subscription price per 2023 AOF Warrant shall be zero point zero zero one euro (EUR 0.001);
7. that the subscription price per share for the new ordinary shares issued upon exercise of the 2023 AOF Warrants shall be determined by the Board of Directors on the basis of the volume-weighted average of the prices quoted for the Company's shares on Euronext Paris over the thirty (30) trading days immediately preceding the exercise of the 2023 AOF Warrants less a discount of up to 10%, not to represent less than the shares' par value;
8. that, in accordance with Article L. 225-132 of the French Commercial Code, issuance of the 2023 AOF Warrants will automatically entail the waiver by shareholders, in favor of the holders of said 2023 AOF Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;

9. that the 2023 AOF Warrants shall have a maximum life of four (4) years from the issuance date;
10. that if the Board of Directors uses the delegation of authority granted in the thirtieth resolution of this Shareholders' Meeting, this delegation shall become null and void;
11. to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:
 - (i) to set the terms, conditions and procedures for the issuance of the 2023 AOF Warrants,
 - (ii) to enter into one or more agreements with the designated investor(s) within the above category(ies),
 - (iii) to determine the definitive characteristics of the 2023 AOF Warrants and of the ordinary shares to be issued upon exercise of the 2023 AOF Warrants,
 - (iv) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority,
 - (v) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority,
 - (vi) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions,
 - (vii) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities,
 - (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion, and
 - (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

THIRTY-SECOND RESOLUTION

Authorization granted to the Board of Directors for the purpose of reducing the capital by canceling treasury shares

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to authorize the Board of Directors to reduce the capital, on one or more occasions, in the proportions and at the times it deems appropriate, by canceling a quantity of treasury shares determined at its discretion within the limits set by law in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this authorization while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The number of shares that may be canceled in any twenty-four (24) month period pursuant to this authorization shall not exceed 10% of the shares comprising the Company's capital. The number of shares represented by this limit

shall be adjusted, if applicable, to reflect any transactions affecting the capital carried out after this Shareholders' Meeting;

2. that the difference between the buy-back price of the shares and their par value shall be charged against additional paid-in capital or available reserves;
3. to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to carry out the capital reduction(s), to determine the number of shares to be canceled, place on record the capital reduction, amend the bylaws accordingly, carry out all filing and other formalities and procedures with all agencies and, generally, to do whatever is necessary.

This authorization is granted to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

THIRTY-THIRD RESOLUTION

Authorization granted to the Board of Directors to grant options to subscribe for and/or purchase shares of the Company, resulting in the waiver by the shareholders of their preferential subscription rights in favor of employees and executive corporate officers

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to authorize the Board of Directors, within the scope of Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code, to grant, on the recommendation of the Compensation Committee, on one or more occasions, to all or selected employees of the Company and related companies and groupings within the meaning of Article L. 225-180 of the French Commercial Code, as well as to executive corporate officers (*dirigeants-mandataires sociaux*) of the Company, (i) options to subscribe for new ordinary shares of the Company, leading to an increase in the capital, and (ii) options to purchase existing ordinary shares bought back for this purpose by the Company as provided for by law;
2. that (i) the options to subscribe shares and the options to purchase shares granted under this authorization shall be exercisable – subject to fulfillment of the performance and other conditions set by the Board of Directors based on the recommendation of the Compensation Committee – for a maximum of one million five hundred thousand (1,500,000) ordinary shares, and that (ii) the total par value of the capital increases carried out under this authorization, if any, shall be deducted from the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting;
3. that the list of grantees, the number of options granted to them and the vesting conditions (including for all grants the performance conditions mentioned in point 2 above) shall be set by the Board of Directors. The options granted to each executive corporate officer shall not represent more than 10% of the total authorized plan under this resolution;
4. that the option exercise price shall be set by the Board on the grant date, in accordance with Articles L. 225-177 and L. 225-179 of the French Commercial Code, but without any discount;
5. that this authorization will entail the waiver by shareholders, in favor of holders of subscription options, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the options;
6. to grant full powers to the Board of Directors to use this authorization and:
 - (i) to determine whether the options granted pursuant to this authorization shall be exercisable for new shares or for existing shares,
 - (ii) to decide the total number of options to be granted, draw up the list of grantees and the number of options to be granted to each one in accordance with the terms and conditions of this authorization,
 - (iii) to decide the option grant date(s), based on the recommendation of the Compensation Committee and within the legal conditions and limits, and
 - (iv) to set the options' terms and conditions, and in particular to determine, within the legal conditions and limits:
 - the life of the options, which shall be at least five (5) years and no more than ten (10) years from the grant date to the exercise date,
 - the vesting conditions applicable to the exercise of options by the grantees (including presence and performance conditions),
 - the option exercise date(s) or period(s), with the Board of Directors having the right to (a) bring forward the exercise date(s) or reduce the exercise period(s), or (b) extend the life of the options to a maximum of twelve (12) years from the grant date or (c) modify the dates or periods during which the ordinary shares received upon exercise of the options may not be sold or converted to bearer form,
 - any restrictions prohibiting the immediate resale of all or some of the ordinary shares received upon exercise of options, provided that the lock-up period shall not exceed three (3) years from the option exercise date, without prejudice to the specific provisions concerning the corporate officers in Article L. 225-185 of the French Commercial Code,
 - (v) to limit, suspend, restrict or prohibit the exercise of options or the sale or conversion into bearer form of the ordinary shares received upon exercise of the options, during certain periods or following certain events, with said decision being applicable to all or some of the options or ordinary shares or all or some of the grantees,
 - (vi) to make any adjustments to the number and price of the ordinary shares to be received upon exercise of the options to protect the rights of the grantees in the event of any transactions affecting the Company's capital, and

- (vii) to determine the retroactive or future *cum* rights date of the new ordinary shares to be received upon exercise of subscription options.

The Shareholders' Meeting grants full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to:

- (i) place on record any capital increase(s) for the aggregate par value of the ordinary shares issued upon exercise of subscription options;
- (ii) amend the bylaws accordingly;

- (iii) if it deems it appropriate, charge the share issuance costs against the related premiums;
- (iv) apply for the admission to trading of the securities issued pursuant to this authorization on any market at the Board's discretion; and
- (v) generally, take all useful measures, conclude all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to successfully complete the planned issuances.

This authorization is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

THIRTY-FOURTH RESOLUTION

Authorization granted to the Board of Directors for the purpose of granting existing ordinary shares of the Company to employees and executive corporate officers

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to authorize the Board of Directors, pursuant to Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code and on the recommendation of the Compensation Committee, to grant, on one or more occasions, existing fully paid-up ordinary shares of the Company to all or selected employees of the Company and related companies or groupings within the meaning of Article L. 225-197-2 of the French Commercial Code, and to corporate officers in accordance with Article L. 225-197-1-II of the French Commercial Code;
2. that the total number of ordinary shares granted pursuant to this authorization, with or without performance conditions established by the Board pursuant to a proposal from the Compensation Committee, shall not exceed three million (3,000,000);
3. that the list of grantees, the number of ordinary shares granted to them and the vesting conditions (including for all grants the performance conditions mentioned in point 2 above), if applicable – shall be set by the Board of Directors. All ordinary shares granted under this authorization to each executive corporate officer shall be performance shares – with performance assessed over at least three years – and shall not represent more than 10% of the total authorized plan under this resolution;

4. that all or some of the ordinary shares shall vest at the end of a vesting period of at least three (3) years and that the Board of Directors may or may not decide to impose a subsequent lock-up period;
5. that if a grantee is declared as living with a level 2 or level 3 disability (as defined in Article L. 341-4 of the French Social Security Code), the ordinary shares shall vest immediately, and no lock-up period shall apply;
6. to grant full powers to the Board of Directors, within the limits set above, to use this authorization and:
 - (i) to set the dates of the share grants, on the recommendation of the Compensation Committee and subject to the applicable legal conditions and limits,
 - (ii) to set the conditions of the share grants (including a presence condition and any performance conditions) and determine the vesting and lock-up periods applicable to each grant subject to compliance with the minimum periods defined in this resolution,
 - (iii) to make any adjustments to the number of shares granted to protect the rights of the grantees in the event of any transactions affecting the Company's capital, and
 - (iv) generally, directly or through any person to whom this authority may be delegated in accordance with the applicable law, to enter into any agreements, to draft any documents and to carry out all filing and other formalities and procedures with all agencies and, generally, to do whatever is necessary.

This authorization is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

THIRTY-FIFTH RESOLUTION

Delegation of authority granted to the Board of Directors in order to carry out a capital increase through the issuance of shares reserved for the members of employee savings plans (*plans d'épargne*), with cancellation of preferential subscription rights in favor of such members

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and Articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Labor Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to delegate its authority to the Board of Directors in order to increase the capital, on one or more occasions, in the proportions and at the times it deems appropriate, by issuing ordinary shares for cash to employees of the Company and/or of French and/or foreign related companies within the meaning of Article L. 225-180 of the French Commercial Code, who are members of an employee savings plan (*plan d'épargne d'entreprise*) and/or any mutual fund through which the plan members would subscribe for the new ordinary shares;
2. that (i) the capital increase(s) decided by the Board of Directors pursuant to this delegation of authority and carried out immediately or at a later date, shall not result in the issuance of more than three million (3,000,000) ordinary shares, excluding any additional ordinary shares to be issued in accordance with the applicable law and any contractual stipulations, to protect the rights of holders of securities giving access to the capital or other rights to the capital, and that (ii) the aggregate par value of capital increases carried out under this delegation of authority shall be deducted from the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting;
3. that the issuance price of the new ordinary shares shall not exceed the average of the prices quoted for the Company's shares over the twenty (20) trading days preceding the date of the Board of Directors' decision setting the opening date for subscriptions, and shall not be less than such average reduced by the maximum discount allowed by law on the date of the Board's decision;
4. to waive shareholders' preferential rights to subscribe for the new ordinary shares issued under this delegation of authority, as well as the rights to, the ordinary shares or other securities which may be allocated on the basis of this resolution, in favor of employees who are members of an employee savings plan.

The Shareholders' Meeting grants full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority and to determine, in compliance with the conditions set out above,

the terms of any issuance carried out pursuant to this delegation of authority, including:

- (i) to set the procedure and conditions for becoming a member of an employee savings plan and to draw up or amend the plan rules;
- (ii) to draw up the list of companies whose current and former employees shall be eligible to participate in the issuance;
- (iii) to decide that the ordinary shares may be subscribed through a corporate mutual fund or directly by plan members;
- (iv) to set the seniority and other conditions to be fulfilled by employees in order for them to subscribe, directly or through a mutual fund, for the ordinary shares issued under this delegation of authority;
- (v) to set the amounts of the issuances and determine the prices, dates, time limits, procedure and terms and conditions for the subscription, settlement and delivery of the ordinary shares issued under this delegation of authority, as well as the retroactive or future *cum* rights date of the new ordinary shares;
- (vi) to determine, as necessary, any amounts to be capitalized subject to the limit set above, the reserve account(s) from which said amounts shall be transferred, as well as the conditions governing the allocation of the ordinary shares;
- (vii) to place on record – or have placed on record – the capital increase for the amount of ordinary shares effectively subscribed;
- (viii) to charge, as necessary, the costs, expenses and fees arising from the share issuances against the related premiums; and
- (ix) generally, to carry out any procedures and formalities, to make any decisions and to enter into any useful or necessary agreements (i) to successfully complete the issuances carried out under this delegation of authority, including for the issuance, subscription, delivery, exercise of rights, listing and financial servicing of the new ordinary shares, as well as the exercise of rights attached to the shares, and (ii) to place on record the capital increase(s) carried out under this delegation of authority and to amend the bylaws accordingly.

This delegation of authority is granted to the Board of Directors for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

THIRTY-SIXTH RESOLUTION

Aggregate ceiling on capital increases

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Director's report, resolves:

1. to set, in accordance with Article L. 225-129-2 of the French Commercial Code, the aggregate ceiling on capital increases resulting, immediately or at a later date, from the use of all of the delegations of authority and authorizations to issue ordinary shares granted to the Board of Directors in the twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth, twenty-ninth, thirtieth, thirty-first, thirty-third and thirty-fifth resolutions of this Shareholders' Meeting, at seven hundred and forty-three million seventy-nine thousand two hundred and seventy-eight euros (EUR 743,079,278), excluding premiums and excluding any additional ordinary shares to be issued in accordance with the applicable law and any contractual stipulations, to protect the rights of holders of securities giving access to the capital or other rights to the capital.

In the event of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts and issuing free ordinary shares to shareholders during the period of validity of the above delegations of authority and authorizations, the above aggregate par value (excluding premiums) and the corresponding number of ordinary shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such transaction.

This aggregate ceiling is independent of the ceiling provided for in the twenty-third resolution delegating authority to the Board of Directors to increase the capital by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts; and

2. to set at seven hundred million euros (EUR 700,000,000) the maximum nominal value of issuances of debt securities carried out under the delegations of authority and authorizations granted to the Board of Directors in the resolutions mentioned above, not including the amount of any redemption premiums on debt securities redeemable for an amount in excess of par.

THIRTY-SEVENTH RESOLUTION

Power to carry out formalities

The Shareholders' Meeting grants full powers to the holder of an original or an extract from, or a copy of the minutes of this meeting for the purpose of completing all formalities required by law.

3

REPORT OF THE SCOR SE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

We have called this Annual Shareholders' Meeting:

- to report on the operations of SCOR SE ("SCOR" or the "Company") for the year ended December 31, 2022 and to submit for shareholder approval the financial statements of the Company and the consolidated financial statements for that year, the proposed appropriation of the Company's net income and the payment of a dividend, the compensation of the Chairman of the Board of Directors and the Chief Executive Officer for the year ended December 31, 2022, the compensation policy for corporate officers (*mandataires sociaux*) (directors, Chairman of the Board of Directors and Chief Executive Officers) for 2023, ratification of the provisional appointment of Martine Gerow as a director, appointment of Thierry Léger as a director, renewal of the terms of office of seven directors whose terms expire at the end of this Shareholders' Meeting, and, lastly, authorization to be given to the Board of Directors to buy back the Company's ordinary shares; and
- as in prior years, to submit for your approval a series of extraordinary resolutions covering financial authorizations and delegations designed to ensure the Company's financial flexibility is maintained, along with authorizations and delegations relating to our human resources policy.

The Board of Directors has prepared this report to present to shareholders the resolutions that will be put to the vote at the Annual Shareholders' Meeting.

April 5, 2023

The Board of Directors

Following the presentation of the reports of the SCOR Board of Directors (the “Board”) and the Statutory Auditors (the “Statutory Auditors”), shareholders will be invited to vote on the following resolutions, which we hope you will approve.

I. REPORT OF THE BOARD OF DIRECTORS ON THE ORDINARY RESOLUTIONS

At the Annual Shareholders’ Meeting called on May 25, 2023, shareholders will be invited to vote on the following ordinary resolutions:

1. Approval of the financial statements of the Company for the year ended December 31, 2022 (1st resolution);
2. Approval of the consolidated financial statements for the year ended December 31, 2022 (2nd resolution);
3. Appropriation of net income and payment of a dividend for the year ended December 31, 2022 (3rd resolution);
4. Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code (4th resolution);
5. Approval of the disclosures required by Article L. 22-10-9 I of the French Commercial Code (5th resolution);
6. Approval of the components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022 – *ex-post* Say on Pay (6th resolution);
7. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022 – *ex-post* Say on Pay (7th resolution);
8. Approval of the 2023 compensation policy for directors – *ex-ante* Say on Pay (8th resolution);
9. Approval of the 2023 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay (9th resolution);
10. Approval of the 2023 compensation policy for the Chief Executive Officer from January 1, 2023 to January 25, 2023 – *ex-ante* Say on Pay (10th resolution);
11. Approval of the compensation policy for the Chief Executive Officer from January 26, 2023 to April 30, 2023 – *ex-ante* Say on Pay (11th resolution);
12. Approval of the compensation policy for the Chief Executive Officer from May 1, 2023 to December 31, 2023 – *ex-ante* Say on Pay (12th resolution);
13. Appointment of Thierry Léger as a director of the Company (13th resolution);
14. Ratification of the provisional appointment of Martine Gerow as a director of the Company (14th resolution);
15. Renewal of the term of office of Augustin de Romanet as a director of the Company (15th resolution);
16. Renewal of the term of office of Adrien Couret as a director of the Company (16th resolution);
17. Renewal of the term of office of Martine Gerow as a director of the Company (17th resolution);
18. Renewal of the term of office of Holding Malakoff Humanis, represented by Thomas Saunier, as a director of the Company (18th resolution);
19. Renewal of the term of office of Vanessa Marquette as a director of the Company (19th resolution);
20. Renewal of the term of office of Zhen Wang as a director of the Company (20th resolution);
21. Renewal of the term of office of Fields Wicker-Miurin as a director of the Company (21st resolution);
22. Authorization granted to the Board of Directors to carry out transactions in ordinary shares of the Company (22nd resolution).

2022 FINANCIAL STATEMENTS

1. APPROVAL OF THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED DECEMBER 31, 2022 (1st RESOLUTION)

Based on the management report presented by the Board in the 2022 Universal Registration Document and the Statutory Auditors' report on the financial statements of the Company for the year ended December 31, 2022, which were made available prior to the Annual Shareholders' Meeting, shareholders are invited to approve the financial statements of the Company for the year ended December 31, 2022 as presented, which show net income of EUR 197,924,600.19, compared with a net loss of EUR 71,651,062 for the prior year, as well as the transactions recorded in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code (*Code général des impôts*), shareholders are also invited to approve the amount of expenses and charges referred to in Article 39.4 of said code, which amount to EUR 276,747 for 2022.

As the tax group reported a tax loss, no corporate tax charge has been recorded in SCOR's accounts for 2022.

2. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022 (2nd RESOLUTION)

On the basis of the management report and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2022, which were made available prior to the meeting, shareholders are invited to approve the consolidated financial statements for the year

ended December 31, 2022 as presented, which show a consolidated net loss of EUR 300,951,813.14, as well as the transactions recorded in these financial statements or summarized in these reports.

3. APPROPRIATION OF NET INCOME AND SETTING OF A DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2022 (3rd RESOLUTION)

As a preliminary comment, according to Article R. 352-1-1 of the French Insurance Code (*Code des assurances*), undertakings such as the Company that are under the supervision of the insurance supervisor are no longer required to set up a legal reserve; the Board of Directors therefore proposes not to allocate any amounts to the legal reserve.

Having noted that the financial statements for the year ended December 31, 2022 show net income of EUR 197,924,600.19, the Board of Directors proposes that the total amount should be appropriated to retained earnings, as follows:

	In EUR
Retained earnings at December 31, 2022 before appropriation	1,107,714,232.48
2022 net income	197,924,600.19
Retained earnings after appropriation of 2022 net income	1,305,638,832.67

Having noted that distributable reserves at December 31, 2022 amount to EUR 1,953,256,774.41, shareholders are invited to approve the distribution of a total dividend of EUR 251,539,813, representing a gross dividend per share of EUR 1.40, and to appropriate distributable reserves as follows:

	In EUR
Additional paid-in capital	516,454,574.13
Other reserves	131,163,367.61
Retained earnings after appropriation of 2022 net income	1,305,638,832.67
2022 distributable reserves	1,953,256,774.41
2022 dividend	251,539,813.00
Dividend charged to the "retained earnings" account	251,539,813.00
Retained earnings after appropriation of net income and dividends for 2022	1,054,099,019.67

The ex-dividend date will be May 30, 2023 and the dividend will be paid on June 1, 2023.

The total dividend of EUR 251,539,813 has been calculated based on the number of shares comprising the Company's capital at December 31, 2022 as noted by the Board of

Directors during its meeting of January 26, 2023, and a gross dividend per share of EUR 1.40). It may be adjusted on the ex-dividend date in the event of a change in this number, depending on the number of shares with rights to the 2022 dividend that are outstanding on that date.

Prior to the ex-dividend date, the Company would place on record the number of outstanding shares with rights to the 2022 dividend, taking into account:

- (i) the number of treasury shares held by the Company; and
- (ii) the number of new shares, if any, issued since December 31, 2022 upon exercise of stock options or securities giving access to the Company's capital that entitle their holders to the 2022 dividend due to their *cum* rights date.

Shareholders are therefore asked to decide that if, as of the ex-dividend date, the number of shares with rights to the 2022 dividend is different from the number of shares noted by the Board of Directors at its meeting on January 26, 2023, the total dividend payout would be adjusted accordingly (without affecting the dividend per share) and, as the case may be, (i) the unpaid dividends would be credited to retained earnings, or (ii) the amount of the additional dividends payable would be deducted to the extent possible from retained earnings with any remaining balance deducted from additional paid-in capital.

For information, this gross dividend would automatically be subject to a flat tax (*prélèvement forfaitaire unique*) at the rate

of 30% (*i.e.*, 12.8% for income tax and 17.2% for social taxes) for individual shareholders resident in France for tax purposes and would not qualify for the 40% relief granted on income taxed at the graduated rate under Article 158 3-2° of the French General Tax Code, unless the shareholder has expressly and irrevocably opted to pay income tax at the graduated rate on his or her total securities income. Shareholders who opt to be taxed at the graduated rate would be entitled to the 40% tax relief provided for in Article 158 3-2° of the French General Tax Code, *i.e.*, EUR 0.56 per share.

For individuals resident in France for tax purposes who opt to be taxed at the graduated rate, the dividend would in any case, unless there is a specific exemption, be subject at the time of payment to the flat-rate withholding tax (PFNL) levied at the rate of 12.8%, which would be deductible from their income tax for the following year⁽¹⁾.

Social taxes at the rate of 17.2% (CSG, CRDS, social levy and additional contributions) due by French tax residents are, in all cases, levied when dividends are paid, on their gross amount. The gross dividend would therefore be subject to a flat tax of 30% (12.8% + 17.2%) when it is paid.

Pursuant to the requirements of Article 243 *bis* of the French General Tax Code, shareholders are informed that the following amounts were distributed as dividends for the previous three years:

Year ended:	12/31/2019	12/31/2020	12/31/2021
Dividend			
(Amount eligible for the tax relief provided for in Article 158 3-2° of the French General Tax Code)	EUR 0 ⁽¹⁾ EUR 0 per share	EUR 336,114,136.80 ⁽¹⁾ EUR 1.80 per share	EUR 321,141,315.60 ⁽¹⁾ EUR 1.80 per share

⁽¹⁾ Amount decided by the Annual Shareholders' Meeting, excluding the adjustments made on the ex-dividend date to take into account the number of treasury shares held by the Company and the number of new shares resulting from the exercise of stock options at that date.

REGULATED RELATED PARTY AGREEMENTS

4. SPECIAL REPORT OF THE STATUTORY AUDITORS ON THE AGREEMENTS REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE (4th RESOLUTION)

Having considered the special report of the Statutory Auditors on agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code (*Code de commerce*), shareholders are invited to note the conclusions of this report, which does not mention any new agreement falling within the scope of Articles L. 225-38 *et seq.* of the French Commercial Code and entered into during the year ended December 31, 2022.

⁽¹⁾ Taxpayers whose reference taxable income does not exceed EUR 50,000 (single, divorced or widowed taxpayers) or EUR 75,000 (taxpayers taxed jointly with their spouse or partner) may apply for exemption from the 12.8% withholding tax.

COMPENSATION OF CORPORATE OFFICERS

At its meeting of January 26, 2023, following the resignation of Laurent Rousseau and on the recommendation of the Nomination Committee on January 25, 2023, the Board of Directors unanimously decided to appoint Thierry Léger as Chief Executive Officer of SCOR SE effective May 1, 2023. On the same day, the Board of Directors appointed François de Varenne as acting Chief Executive Officer of SCOR SE for the transition period from the date of Laurent Rousseau's resignation on January 26, 2023, to April 30, 2023.

Eight resolutions are being submitted to shareholders for approval concerning the compensation of corporate officers:

- a first resolution concerning the disclosures about the compensation of the Chairman of the Board of Directors, the Chief Executive Officer and the directors for 2022, required by Article L. 22-10-9 I, of the French Commercial Code (5th resolution). Details of the directors' compensation for 2022 are presented in Section 2.2. of the 2022 Universal Registration Document;
- two resolutions concerning the components of the 2022 compensation of the Chairman of the Board of Directors and the Chief Executive Officer of SCOR SE:
 - the compensation for 2022 of Denis Kessler as Chairman of the Board of Directors (non-executive corporate officer) (presented in Section 2.2.1.2.1. of the 2022 Universal Registration Document) (6th resolution), and
 - the compensation for 2022 of Laurent Rousseau as Chief Executive Officer (executive corporate officer) (presented in Section 2.2.1.2.2. of the 2022 Universal Registration Document) (7th resolution);
- five resolutions concerning the compensation policies for the corporate officers of SCOR SE:
 - the compensation policy for the directors (mentioned in this report and presented in Section 2.2.1.4.1. of the 2022 Universal Registration Document),
 - the compensation policy for the Chairman of the Board of Directors (mentioned in this report and presented in Section 2.2.1.4.2. of the 2022 Universal Registration Document),
 - the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023 (mentioned in this report and presented in Section 2.2.1.4.3. of the 2022 Universal Registration Document),
 - the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023 (mentioned in this report and presented in Section 2.2.1.4.4. of the 2022 Universal Registration Document), and
 - the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023 (mentioned in this report and presented in Section 2.2.1.4.5. of the 2022 Universal Registration Document).

A) APPROVAL OF THE COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS PAID OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2022 (EX-POST SAY ON PAY)

5. APPROVAL OF THE DISCLOSURES REQUIRED BY ARTICLE L. 22-10-9 I OF THE FRENCH COMMERCIAL CODE (5th RESOLUTION)

In accordance with Article L. 22-10-34 I of the French Commercial Code, shareholders are invited to approve the disclosures required by Article L. 22-10-9 of the French Commercial Code on the compensation of corporate officers (*mandataires sociaux*), as presented in the Board of Directors' report on corporate governance included in Section 2.2. of the 2022 Universal Registration Document.

6. APPROVAL OF THE COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS PAID OR AWARDED TO DENIS KESSLER, CHAIRMAN OF THE BOARD OF DIRECTORS, FOR THE YEAR ENDED DECEMBER 31, 2022 – EX-POST SAY ON PAY (6th RESOLUTION)

Pursuant to Article L. 22-10-34 II of the French Commercial Code, shareholders are invited to approve the components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022, as set out in the table below which is also included in the 2022 Universal Registration Document (Section 2.2.1.2.1.).

The compensation policy for Denis Kessler as Chairman of the Board of Directors for the year ended December 31, 2022 was approved by the Annual Shareholders' Meeting of May 18, 2022 (10th resolution).

The components of the compensation paid or awarded to Denis Kessler as Chairman of the Board for the year ended December 31, 2022 are presented below.

Summary table presenting the components of the compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022

	2022		2021	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	600,000	600,000	300,000 ⁽¹⁾	300,000
Variable compensation	0	0	0	0
Director's compensation	122,000	122,000	56,000 ⁽¹⁾	56,000
Exceptional compensation	0	0	0	0
Additional benefits	82,849	82,849	69,629 ⁽¹⁾	69,629
Gross compensation	804,849	804,849	425,629	425,629
Value of shares granted	0	n.a.	0	n.a.
Value of stock options granted	0	n.a.	0	n.a.
TOTAL	804,849	804,849	425,629	425,629

(1) The fixed compensation indicated for 2021 corresponds to the fixed compensation paid to the Chairman of the Board during the last six months of the financial year.

7. APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS PAID OR AWARDED TO LAURENT ROUSSEAU, CHIEF EXECUTIVE OFFICER, FOR THE YEAR ENDED DECEMBER 31, 2022 – EX-POST SAY ON PAY (7th RESOLUTION)

Pursuant to Article L. 22-10-34 II of the French Commercial Code, shareholders are invited to approve the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022, as set out in the table below which is also included in the 2022 Universal Registration Document (Section 2.2.1.2.2).

The compensation policy for Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022 was approved by the Annual Shareholders' Meeting of May 18, 2022 (11th resolution).

The components of the compensation paid or awarded to Laurent Rousseau as Chief Executive Officer for the year ended December 31, 2022 are presented below.

Summary table presenting the components of the compensation paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022

	2022		2021	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	800,000	800,000	400,000 ⁽¹⁾	400,000
Variable compensation	528,000	330,400	330,400 ⁽¹⁾⁽²⁾	0
Director's compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Additional benefits	17,147	17,147	8,442 ⁽¹⁾	8,442
Gross compensation	1,345,147	1,147,547	738,842	408,442
Value of shares granted ⁽³⁾⁽⁴⁾	464,750	n.a.	124,646	n.a.
Value of stock options granted ⁽³⁾⁽⁴⁾	24,650	n.a.	14,147	n.a.
TOTAL	1,834,547	1,147,547	877,635	408,442

(1) Amounts corresponding to the period from July 1 to December 31, 2021. These amounts are not including the compensation package paid to Mr. Laurent Rousseau as employee at SCOR until his nomination as Chief Executive Officer. For information, Mr. Laurent Rousseau, as an employee at SCOR SE, perceived a fixed compensation, a variable compensation and a benefits amount. After his nomination, a compensatory allowance for paid leave acquired in 2021 and the years before has also been paid. Consequently, the total amount corresponds to EUR 453,075. Information about shares and stock options attributed, exercised and delivered to Mr. Laurent Rousseau before his nomination as Chief Executive Officer of SCOR SE are available in Section 2.2.3. of the 2021 Universal Registration Document.

(2) The variable compensation for 2021 has been determined by the Board of Directors based on a percentage of achievement for the objectives of 82.60%. It has been paid in one instalment, after the approval of the 2022 Shareholders' Meeting.

(3) It should be noted that the figures stated above do not represent paid compensation but correspond to actuarial estimates in line with the AFEP-MEDEF corporate governance code. The value is calculated according to the same assumptions as those used for the Group financial statements (IFRS 2). All of the shares and stock options allocated to the Chairman and Chief Executive Officer are subject to performance conditions.

(4) Following the departure of Laurent Rousseau on January 26, 2023, this allocation was reduced prorata temporis, depending on the length of Laurent Rousseau's term of office during the vesting period, in accordance with the compensation policy in force.

B) COMPENSATION POLICY FOR THE CORPORATE OFFICERS (EX-ANTE SAY ON PAY)

In accordance with Article L. 22-10-8 of the French Commercial Code, the following paragraphs present the compensation policies applicable to all of the corporate officers (directors, the Chairman and the successive Chief Executive Officers), which will be submitted for approval at the Annual Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2022.

The compensation policy for corporate officers is based on the principles described below, which are consistent with the principles set forth in the overall compensation policy in force within the SCOR Group. This policy is rigorously applied by the Compensation Committee as part of its work.

The compensation policy for the Group's corporate officers is adopted by the Board of Directors based on the recommendation of the Compensation Committee.

The compensation policy takes into account the corporate interest of the Company and its subsidiaries and contributes to the business strategy as well as to the sustainability of the Company.

The compensation policy is designed to encourage the active contribution of corporate officers to the Company's and the Group's business by allocating a variable amount to the Chairman and the directors based on their attendance rate at meetings of the Board of Directors or its committees and awarding annual and long-term variable compensation to the Chief Executive Officer subject to the achievement of performance objectives.

In addition, the review of the compensation policy for corporate officers takes into account the opinions expressed by shareholders through their votes at Shareholders' Meetings as well as *via* the active dialogue maintained with them by the Company.

The compensation and employment conditions of the Company's employees are also taken into account in the analysis of the consistency of the compensation structure for corporate officers implemented by the Company.

The compensation policy for corporate officers is established in accordance with the measures implemented by the Company to prevent conflicts of interest. Therefore, the Chairman and the Chief Executive Officer do not attend the discussions of the Compensation Committee and of the Board of Directors relating to their respective compensation.

The compensation policy for corporate officers complies with the applicable laws and regulations and with the recommendations of the AFEP-MEDEF corporate governance code to which the Company has chosen to refer pursuant to Article L. 22-10-10 of the French Commercial Code for the preparation of the report provided for in Article L. 225-37 of the code.

The compensation conditions for the corporate officers are made public annually, through the documents disclosed for the Shareholders' Meeting.

8. APPROVAL OF THE 2023 COMPENSATION POLICY FOR DIRECTORS – EX-ANTE SAY ON PAY (8th RESOLUTION)

In accordance with Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the directors of the Company, as presented in Section 2.2.1.4.1. of the 2022 Universal Registration Document.

9. APPROVAL OF THE 2023 COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS – EX-ANTE SAY ON PAY (9th RESOLUTION)

In accordance with Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the Chairman of the Board of Directors, as presented in Section 2.2.1.4.2. of the 2022 Universal Registration Document.

10. APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR THE PERIOD FROM JANUARY 1, 2023 TO JANUARY 25, 2023 – EX-ANTE SAY ON PAY (10th RESOLUTION)

In accordance with Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023, as presented in Section 2.2.1.4.3. of the 2022 Universal Registration Document.

In accordance with the law, payment of the Chief Executive Officer's variable and exceptional compensation is subject to approval in an ordinary resolution of the Annual Shareholders' Meeting, under the conditions set out in Article L. 22-10-34 II of the French Commercial Code.

11. APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR THE PERIOD FROM JANUARY 26, 2023 TO APRIL 30, 2023 – EX-ANTE SAY ON PAY (11th RESOLUTION)

In accordance with Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023, as presented in Section 2.2.1.4.4. of the 2022 Universal Registration Document.

In accordance with the law, payment of the Chief Executive Officer's variable and exceptional compensation is subject to approval in an ordinary resolution of the Annual Shareholders' Meeting, under the conditions set out in Article L. 22-10-34 II of the French Commercial Code.

12. APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR THE PERIOD FROM MAY 1, 2023 TO DECEMBER 31, 2023 – EX-ANTE SAY ON PAY (12th RESOLUTION)

In accordance with Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023, as presented in Section 2.2.1.4.5. of the 2022 Universal Registration Document.

In accordance with the law, payment of the Chief Executive Officer's variable and exceptional compensation is subject to approval in an ordinary resolution of the Annual Shareholders' Meeting, under the conditions set out in Article L. 22-10-34 II of the French Commercial Code.

COMPOSITION OF THE BOARD OF DIRECTORS

Shareholders are invited to appoint Thierry Léger as a director. Thierry Léger will become Chief Executive Officer of SCOR SE on May 1, 2023 by unanimous decision of the Board of Directors made on January 26, 2023 on the basis of the recommendation of the Nomination Committee on January 25, 2023.

Shareholders are invited to ratify the appointment as a director of Martine Gerow, who was appointed on November 8, 2022 on a provisional basis, in accordance with Article L. 225-24 of the French Commercial Code, to fill the seat left vacant by the resignation of Kory Sorenson in July 2022. Martine Gerow was appointed for the remainder of Mrs. Sorenson's term expiring at the end of the Annual Shareholders' Meeting called in 2023 to approve the financial statements for the year ended December 31, 2022. In a separate resolution, shareholders are also invited to renew Martine Gerow's term of office as a director for a further term.

The terms of seven of the fourteen directors (not including the directors representing the employees, whose appointment follows a separate procedure) will expire at the end of the 2023 Annual Shareholders' Meeting.

Based on proposals made by the Nomination Committee, the Board of Directors has established a number of guiding principles concerning the membership of the Board. These include ensuring that a wide range of skills and experience are represented on the Board and that it comprises members with diverse profiles, including international experience. In addition, the principle of gender equality must be adhered to and the majority of members must be independent.

In line with these principles and based on the recommendation of the Nomination Committee, at its meeting on March 1, 2023,

13. APPOINTMENT OF THIERRY LÉGER AS A DIRECTOR OF THE COMPANY (13th RESOLUTION)

Following the resignation of Laurent Rousseau on January 26, 2023, at its meeting held the same day, the Board of Directors of SCOR SE unanimously decided, on the recommendation of the Nomination Committee, to appoint Thierry Léger as Chief Executive Officer of SCOR SE, effective May 1, 2023. The Board considers that it is essential for the Chief Executive Officer to have a seat on the Board of Directors in order to fully participate in the Board's discussions.

Thierry Léger, 56, a French and Swiss national, holds a Master's degree in civil engineering from ETH Zurich and an Executive MBA from St. Gallen University. He started his career in the civil construction sector before joining Swiss Re in 1997 as an underwriter in the engineering business line. In 2001, he joined the Swiss Re New Markets Department which provides

the Board of Directors decided to propose to the 2023 Annual Shareholders' Meeting the renewal of the terms of office of Augustin de Romanet, Adrien Couret, Vanessa Marquette, Zhen Wang, Fields Wicker-Miurin and Holding Malakoff Humanis, represented by Thomas Saunier.

In order to allow for the staggered renewal of the terms of office of directors recommended in the AFEP-MEDEF corporate governance code, directors may be appointed for a specific term of two years in accordance with Article 10, I, paragraphs 2 and 3, of the bylaws, which states that:

"The term of mandate of directors who are appointed or renewed shall be three years.

By way of exception, and in order to execute or maintain the staggering of director's terms, the Ordinary Shareholders' Meeting may appoint one or more Board members with a term of office of one or two years."

Shareholders are therefore invited to appoint/renew the terms of office of the above directors for the following terms:

- Thierry Léger for a term of three (3) years;
- Augustin de Romanet, Adrien Couret, Holding Malakoff Humanis and Vanessa Marquette for a term of three (3) years; and
- Martine Gerow, Zhen Wang and Fields Wicker-Miurin for a term of two (2) years.

These directors have been assessed to determine whether they have the necessary knowledge, skills and experience, and whether they fulfill the 'fit and proper' and independence criteria.

alternative (or non-traditional) risk transfer solutions. Between 2003 and 2005, he led the sales team in France as a member of senior management. As from 2006, his responsibilities gradually increased. In 2010, he was appointed to lead the newly created Globals Division, in charge of Swiss Re's largest clients, and became a member of the Group's Executive Board. In 2013, he was appointed head of Swiss Re Life & Health Reinsurance. In January 2016, he became Chief Executive Officer of the Life Capital business unit and joined Swiss Re's Executive Committee. In September 2020, he was appointed Group Chief Underwriting Officer of Swiss Re.

Thierry Léger has all the professional skills and managerial qualities required to lead a global reinsurance company in an increasingly complex environment. He has the experience needed to manage a rapidly changing risk universe, in both life reinsurance and property and casualty (re)insurance.

In light of his appointment as Chief Executive Officer, shareholders are invited to appoint Thierry Léger as a director for a three (3) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

14. RATIFICATION OF THE PROVISIONAL APPOINTMENT OF MARTINE GEROW AS A DIRECTOR OF THE COMPANY (14th RESOLUTION)

Following the resignation of Kory Sorenson from the Board, on November 8, 2022 the Board of Directors appointed Martine Gerow as a director on a provisional basis for the remainder of Mrs. Sorenson's term of office expiring at the end of the 2023 Annual Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2022.

Martine Gerow, a French and American citizen, is a graduate of HEC business school (*École des hautes études commerciales*) and holds an MBA from Columbia University-Graduate School of Business in New York. She is currently the Chief Financial Officer of American Express Global Business Travel and

previously held several positions in the finance departments of Carlson Wagonlit Travel, Solocal and Campofrio.

The Board considers that Martine Gerow's experience and knowledge of the financial markets, her expertise in governance, accounting, financial and actuarial analysis, risk management, innovation, digital and other technologies, and her sensitivity to social and environmental (CSR) issues are assets for the Company and the SCOR Group.

Shareholders are therefore invited to ratify her appointment on a provisional basis.

15. RENEWAL OF THE TERM OF OFFICE OF AUGUSTIN DE ROMANET AS A DIRECTOR OF THE COMPANY (15th RESOLUTION)

The term of Augustin de Romanet as a director will expire at the end of the 2023 Annual Shareholders' Meeting.

Shareholders are invited to renew the term of office of Augustin de Romanet as a director for a three (3) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

Augustin de Romanet, a French citizen, is a graduate of the *Institut d'études politiques* in Paris and a former student of the *École nationale d'administration*. He was previously Chief Executive Officer of Caisse des dépôts et consignations, between 2007 and 2012, and chaired the Fonds stratégique d'investissement between 2009 and 2012. Prior to that, he was Deputy Finance Director at Crédit Agricole S.A. and a member of the Executive Committee. Augustin de Romanet also served as Deputy Secretary General to the French President, between June 2005 and October 2006, and held positions in various ministerial offices. In particular, between 2002 and 2005, he was Chief of Staff to Alain Lambert, Minister Delegate for the Budget, Deputy Chief of Staff to Francis Mer, Minister for the Economy, Finance and Industry, Chief of Staff to Jean-Louis Borloo, Minister for Employment, Labor and Social Cohesion, and lastly, Deputy Chief of Staff to

French Prime Minister Jean-Pierre Raffarin. Awarded the *Légion d'honneur* in 2007, Augustin de Romanet has received a number of awards, notably "Capitalist of the Year" awarded by the *Le Nouvel Économiste* magazine in 2008 and "Financier of the Year" awarded by the Minister of the Economy in 2012. Augustin de Romanet has been Chairman and Chief Executive Officer of Aéroports de Paris since 2012 and Chairman of Paris Europlace since July 2018.

The Board of Directors recommends that shareholders renew the term of office of Augustin de Romanet, given his active participation and significant contribution to the work of the Board of Directors as a director and Vice-Chairman of the Board, as Chairman of the Sustainability Committee and as a member of the Strategic Committee, the Audit Committee, the Risk Committee and the Crisis Management Committee through his knowledge of the insurance market, the financial markets and SCOR's strategy, as well as his expertise in governance, accounting, financial and actuarial analysis and risk management, and his sensitivity to social and environmental (CSR) issues.

Augustin de Romanet's attendance rate at meetings of the Board of Directors and its committees during his current term of office is 100%.

16. RENEWAL OF THE TERM OF OFFICE OF ADRIEN COURET AS A DIRECTOR OF THE COMPANY (16th RESOLUTION)

The term of Adrien Couret as a director will expire at the end of the 2023 Annual Shareholders' Meeting.

Shareholders are invited to renew the term of office of Adrien Couret as a director for a three (3) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

Adrien Couret, a French citizen, holds a degree from HEC business school (*École des hautes études commerciales*) and is a Fellow of the French Institute of Actuaries. Since 2008, he has held various executive roles as part of mutual insurance

company Macif's management team, successively overseeing Strategy, Performance, Transformation and Innovation. He was named Chief Executive Officer of Macif in 2019. That same year, he became Vice-Chairman of the Association des assureurs mutualistes (AAM). In July 2020 and after having been a director since 2014, he took on the role of Chairman of the Board of Directors of Ofi Asset Management, an asset management subsidiary of the Macif group. Since January 2021, Adrien Couret has been Chief Executive Officer of Aéma Groupe, a new French mutual insurance group specializing in health protection, which was created following the merger of Aésio Mutuelle and Macif.

The Board of Directors recommends that shareholders renew the term of office of Adrien Couret, given his active participation and significant contribution to the work of the Board of Directors as a director, as Chairman of the Risk Committee and as a member of the Strategic Committee, the Audit Committee, the Nomination Committee and the Crisis Management Committee, through his knowledge of the insurance and reinsurance market, his understanding of SCOR's

strategy and economic model, his expertise in governance, accounting, financial and actuarial analysis and risk management, his familiarity with the legal and regulatory requirements applicable to insurance and reinsurance companies, and his sensitivity to social and environmental (CSR) issues.

Adrien Couret's attendance rate at meetings of the Board of Directors during his current term of office is 100%.

17. RENEWAL OF THE TERM OF OFFICE OF MARTINE GEROW AS A DIRECTOR OF THE COMPANY (17th RESOLUTION)

The term of Martine Gerow as a director will expire at the end of the 2023 Annual Shareholders' Meeting.

Shareholders are invited to renew the term of office of Martine Gerow as a director. In order to stagger the terms of office of directors as provided for in Article 10 of the Company's bylaws, shareholders are invited to renew the term of office of Martine Gerow for a two (2) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous financial year.

At its meeting on November 8, 2022, the Board of Directors appointed Martine Gerow as a member of the Strategic Committee, Audit Committee and Sustainability Committee.

The Board of Directors recommends that shareholders renew the term of office of Martine Gerow in view of her experience and knowledge of the financial markets, her expertise in governance, accounting, financial and actuarial analysis, risk management, innovation, digital and other technologies, and her sensitivity to social and environmental (CSR) issues.

18. RENEWAL OF THE TERM OF OFFICE OF HOLDING MALAKOFF HUMANIS, REPRESENTED BY THOMAS SAUNIER, AS A DIRECTOR OF THE COMPANY (18th RESOLUTION)

The term as a director of Holding Malakoff Humanis (represented by Thomas Saunier) will expire at the end of the 2023 Annual Shareholders' Meeting.

Shareholders are invited to renew the term of office of Holding Malakoff Humanis (represented by Thomas Saunier) as a director for a three (3) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

Holding Malakoff Humanis is a French limited company (*société anonyme*) with capital of EUR 1,032,410,775.00, whose registered office is at 21, rue Laffite 75009 Paris, registered in Paris under no. 401 678 180 RCS Paris. It is represented on the Board by its Chief Executive Officer, Thomas Saunier.

Thomas Saunier, a French citizen, is a graduate of *École polytechnique*, ENSAE and the French Institute of Actuaries (IAF). Head of the Actuarial Department and director of Steering and Management Control at CNP Assurances from 2000 to 2003, he spent more than 10 years at Generali France, initially as Deputy Chief Executive Officer responsible for products, operations and information and finance systems. In 2005, he was promoted to Chief Executive Officer responsible for the retail market, IT and customer service, before taking charge of the corporate, professional and retail markets in 2011. On June 1, 2016, he was appointed Chief Executive

Officer of the Malakoff Médéric group in an environment characterized, for all stakeholders in the social protection sector, by unprecedented challenges in the management of supplementary pensions and in the development of life and health insurance business. Following the merger of the Humanis and Malakoff Médéric groups, on January 1, 2019 Thomas Saunier became Chief Executive Officer of the Malakoff Médéric Humanis group, now known as the Malakoff Humanis group.

The Board of Directors recommends that shareholders renew the term of office of Holding Malakoff Humanis, represented by its Chief Executive Officer, Thomas Saunier, given his active participation and significant contribution to the work of the Board of Directors as a director and as a member of the Strategic Committee and the Nomination Committee, through his knowledge of the insurance and reinsurance market, the financial markets, SCOR's strategy and economic model, and the legal and regulatory requirements applicable to insurance and reinsurance companies, as well as his expertise in governance, accounting, financial and actuarial analysis, innovation, digital and other technologies, and his sensitivity to social and environmental (CSR) issues.

Thomas Saunier's attendance rate at meetings of the Board of Directors during his current term is 86%.

19. RENEWAL OF THE TERM OF OFFICE OF VANESSA MARQUETTE AS A DIRECTOR OF THE COMPANY (19th RESOLUTION)

The term of Vanessa Marquette as a director will expire at the end of the 2023 Annual Shareholders' Meeting.

Shareholders are invited to renew the term of office of Vanessa Marquette as a director for a three (3) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

Vanessa Marquette, a Belgian citizen, holds a law degree and an economic law degree from the Université Libre de Bruxelles. She also studied law at Davis University and Berkeley University and she holds an LLM degree from the University of Michigan Law School. She has practiced as a lawyer registered with the Brussels Bar since 1995, and specializes in banking law and financial law. She also has particular expertise in the areas of corporate law, insolvency law and security interests and private international law. She has taught international financial law at the Université Libre de Bruxelles since 2004 and is the author of numerous publications on banking and financial law. She has been a partner in the Banking & Finance Department of the law firm Loyens & Loeff since March 2020. Prior to that, she

was a partner at the business law firm Simont Braun from 2005 until February 2020 and practiced law in the Brussels offices of Stibbe Simont Monahan Duhot and Freshfields Bruckhaus Deringer. Vanessa Marquette was an independent director of Erasme Hospital from 2017 until 2021.

The Board of Directors recommends that shareholders renew the term of office of Vanessa Marquette given her active participation and significant contribution to the work of the Board of Directors as a director and member of the Strategic Committee, the Audit Committee, the Risk Committee, the Nomination Committee, the Sustainability Committee and the Crisis Management Committee, through her knowledge of the financial markets and the legal and regulatory requirements applicable to insurance and reinsurance companies, as well as her expertise in governance, innovation, digital and other technologies, and her sensitivity to social and environmental (CSR) issues.

Vanessa Marquette's attendance rate at meetings of the Board of Directors during her current term of office is 100%.

20. RENEWAL OF THE TERM OF OFFICE OF ZHEN WANG AS A DIRECTOR OF THE COMPANY (20th RESOLUTION)

The term of Zhen Wang as a director will expire at the end of the 2023 Annual Shareholders' Meeting.

Shareholders are invited to renew the term of office of Zhen Wang as a director for a two (2) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

Zhen Wang, a Chinese citizen, holds a Bachelor's degree from the Beijing Normal University, and is a Fellow of the Chartered Insurance Institute (FCII). She began her insurance career in 1982 by joining the Chinese state-owned insurance company PICC, and became the General Manager of the International Department in 1996 when PICC became the PICC group. From 1997 to 2016, she worked for Munich Re. She was the Chief Representative of Munich Re Company Beijing, then Chief Executive Officer from 2003 to 2009 and a member of the Munich Re Greater China Advisory Board. Since 2014, she has

been an independent director of Bank of China Insurance Company in China. She has been an independent director of Trust Mutual Life Insurance Company in China since 2017 and of PICC Re since 2020.

The Board of Directors recommends that shareholders renew the term of office of Zhen Wang, given her active participation and significant contribution to the work of the Board of Directors as a director and member of the Strategic Committee and the Risk Committee, through her knowledge of the insurance and reinsurance markets, and the legal and regulatory requirements applicable to insurance and reinsurance companies, as well as her expertise in governance and risk management.

Zhen Wang's attendance rate at meetings of the Board of Directors during her current term of office is 84%.

21. RENEWAL OF THE TERM OF OFFICE OF FIELDS WICKER-MIURIN AS A DIRECTOR OF THE COMPANY (21st RESOLUTION)

The term of Fields Wicker-Miurin as a director will expire at the end of the 2023 Annual Shareholders' Meeting.

In order to stagger the terms of office of directors as provided for in Article 10 of the Company's bylaws, shareholders are

invited to renew the term of office of Fields Wicker-Miurin as a director for a two (2) year term expiring at the end of the Annual Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

Fields Wicker-Miurin, an American and British citizen, studied in France at the *Institut d'études politiques de Paris*, in the United States and Italy. She graduated from the University of Virginia (BA) and the School of Advanced International Studies of Johns Hopkins University (MA). Fields Wicker-Miurin began her career in banking, before joining Strategic Planning Associates (now Oliver Wyman Consulting) as a senior partner where she was the main advisor to Lloyd's of London. In 1994, she became Chief Financial Officer and Head of Strategy of the London Stock Exchange, where she led both the strategic and structural aspects of its complete restructuring. She was a member of the Nasdaq Technology Advisory Council and advised the European Parliament on financial markets harmonization. In 2002, she was one of the founders of Leaders' Quest, a social enterprise that works with leaders from all sectors and across the globe who want to make a responsible, positive difference through their leadership. In 2007 she received an OBE (Officer of the Order of the British Empire) and in 2011 she was appointed a Fellow of King's College London. She is also a director of BNP Paribas and is Vice-Chair of the Royal College of Art in London.

The Board of Directors recommends that shareholders renew the term of office of Fields Wicker-Miurin, given her active participation and significant contribution to the work of the

Board of Directors as a director, Chair of the Compensation Committee and member of the Strategic Committee, the Risk Committee, the Nomination Committee, the Sustainability Committee and the Crisis Management Committee, through her knowledge of the insurance and reinsurance markets and financial markets, her understanding of SCOR's strategy and economic model, her expertise in governance and risk management, and her sensitivity to social and environmental (CSR) issues.

Fields Wicker-Miurin's attendance rate at meetings of the Board of Directors during her current term of office is 100%.

Following ratification of the provisional appointment as a director of Martine Gerow, if shareholders vote in favor of the proposed appointments and renewals of the terms of office of directors, as of the end of the Annual Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2022, the Board of Directors will have 16 members.

The proportion of men and women on the Board will be at least 40% in both cases, as required by Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code which stipulate that directors representing employees should not be taken into account in the calculations.

The members of the Board of Directors would be as follows:

Members	Office	Independent ⁽¹⁾
Denis Kessler	Chairman of the Board of Directors	No
Augustin de Romanet	Vice-Chairman of the Board of Directors	Yes
Fabrice Brégier	Director	Yes
Marc Bükér⁽²⁾	Director representing employees	No
Adrien Couret	Director	Yes
Martine Gerow	Director	Yes
Holding Malakoff Humanis, represented by Thomas Saunier	Director	Yes
Patricia Lacoste	Director	Yes
Thierry Léger	Chief Executive Officer	No
Vanessa Marquette	Director	Yes
Bruno Pfister	Director	Yes
Pietro Santoro⁽²⁾	Director representing employees	No
Claude Tendil	Director	No
Natacha Valla	Director	Yes
Zhen Wang	Director	Yes
Fields Wicker-Miurin	Director	Yes

(1) As assessed by the Nomination Committee according to the criteria set by the Board's Internal Charter, based on the December 2022 AFEP-MEDEF corporate governance code recommendations.

(2) Directors representing employees are appointed by employees in accordance with Article L. 225-27 of the French Commercial Code.

In accordance with applicable legal provisions, all of this information together with details, for each of the candidates for appointment or renewal of the term of office of as a director, of (i) other directorships and positions held currently and during the past five years and (ii) the position held in the Company and (iii) the number of SCOR SE shares held, are available on the Company's website <https://www.scor.com> under "<https://www.scor.com/en/shareholders-meetings>".

2023-2024 SHARE BUY-BACK PROGRAM

22. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN ORDINARY SHARES OF THE COMPANY (22nd RESOLUTION)

Like every year, shareholders are invited to authorize the Board of Directors, with the option to sub-delegate, under the conditions provided for by the applicable regulations, to purchase, sell or transfer Company ordinary shares pursuant, *inter alia*, to Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulation (*Règlement général*) of the French financial markets authority (*Autorité des marchés financiers*), Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014, Commission Delegated Regulation (EU) no. 2016/1052 of March 8, 2016 and the market practices admitted by the AMF.

By exception, the Board of Directors may not, without prior authorization of the Shareholders' Meeting, use this authorization during any period of public offering on the Company and until the end of the offer acceptance period (*période d'offre*). It is however specified that the Company would remain authorized to effect the transactions covered by this resolution (i) when the public offering in question is entirely in cash, and (ii) for the strict requirements of compliance with Company commitments made prior to the filing of the public offering in question, regarding the servicing or hedging of all stock options, other share attributions and, more generally, any kind of allocation made to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of any related companies. Regarding the authorization granted under the cumulative conditions described under (i) and (ii) above, it is moreover stipulated that should the transactions in question be liable to cause the public offering in question to fail, then such implementation should be the subject of authorization or confirmation from the Shareholders' Meeting.

The maximum number of shares that could be bought back hereby within the scope of this authorization would be capped at 10% of the number of shares comprising the Company's share capital at the date of such purchases⁽¹⁾, it being specified that:

- (i) when the shares are bought back to enhance the liquidity of the stock, the number of shares taken into account for the calculation of the 10% limit should correspond to the number of shares bought back less the number of shares resold during the period covered by the authorization;
- (ii) when the shares are repurchased by the Company for retention and subsequent remittance in payment or exchange within the framework of an operation of merger, spin-off or contribution, the number of shares thus repurchased should not be able to exceed 5% of the Company's share capital; and
- (iii) the number of treasury shares should be taken into account so that the Company never holds treasury shares in excess of 10% of its share capital.

These percentages would be applicable to a number of shares adjusted, if applicable, to reflect transactions that may affect the share capital following the Shareholders' Meeting.

Such transactions could be undertaken for any purposes permitted or which become authorized by the applicable laws and regulations, and in particular (but not restricted to) in view of the following objectives:

- (i) reduce the Company's share capital by canceling any shares bought back, within the limits established by law, in conjunction with a share capital reduction decided or authorized by the Shareholders' Meeting;
- (ii) allocate shares to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of affiliated companies, including any coverage of any Company stock option plans pursuant to Articles L. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code (*Code de commerce*), allocation of Company free shares in conjunction with the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, allocation of Company shares under a profit sharing scheme (*participation aux fruits de l'expansion de l'entreprise*) or allocation or transfer of the Company's shares under an employee savings plan (*plan d'épargne salariale*), including in the context of the provisions of Articles L. 3321-1 *et seq.* and L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*);
- (iii) ensure the liquidity of SCOR's share through a liquidity contract with an investment service provider in accordance with the market practice accepted by the AMF;
- (iv) retain of shares for subsequent remittance in exchange or as a payment in conjunction with external growth transactions, contributions, mergers or spin-offs;
- (v) deliver shares on the exercise of rights attached to securities issued by the Company or by one of its subsidiaries, giving access to the Company's capital by redemption, conversion, exchange, presentation of a warrant or in any other way, immediately or in the future, as well as to carry out any coverage transactions in respect of the obligations of the Company or of the subsidiary concerned, as the case may be, linked to these securities;
- (vi) implement any market practice that may be permitted by the AMF; and
- (vii) more generally, carry out any other transaction in accordance with the regulations in force.

In this context, shareholders are invited to decide that such ordinary shares may be purchased, sold or transferred, under conditions authorized by stock exchange authorities, by any means, in particular on a regulated market, on a multilateral trading facility, *via* a systematic internalizer or over-the-counter, including *inter alia*, by purchase or sale of blocks, by the use of derivative financial instruments traded on a regulated stock exchange or over-the-counter, or by the implementation of options strategies and, at such times as the Board of Directors or any person appointed for this purpose by the Board of Directors may decide, excluding periods of public offers on the Company's share capital.

(1) For example, based on the Company's capital at December 31, 2022: 179,671,295 shares.

In addition, in view of the evolution of the SCOR share price during the financial year ending December 31, 2022, shareholders are invited to fix the maximum repurchase price at EUR 60 per share (excluding purchase costs) or the equivalent value of this price on the same date in any other currency. Excluding the number of shares already held by the Company, the hypothetical maximum number of shares as of December 31, 2022, noted by the Board of Directors during its meeting dated January 26, 2023, which could be bought would amount to 17,967,129 and the hypothetical maximum amount allocated to the share buy-back program in application of this resolution would thereby amount to EUR 1,078,027,740 (excluding purchase costs).

Accordingly, you are invited to give all powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, in order to carry out all adjustments to the maximum price, including in the event of a capital increase by capitalization of retained earnings, reserves or additional paid-in capital and any other capitalizable amounts, either

raising the shares' par value or creating and allocating free shares, as well as in the event of a split or a reverse stock split of Company shares or any other equity transaction, to reflect the impact of such transactions on the share value.

Lastly, shareholders are invited to grant full powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to implement this resolution including to carry out all stock exchange orders, to enter into any agreements with a view, *inter alia*, to keeping share purchase and sale records, to establish all documents, including information documents, to proceed with any permitted reallocation, to carry out all declarations and formalities with the *Autorité des marchés financiers* and others and, more generally, to do whatever may be necessary.

The share buy-back authorization described above would be for a maximum duration of eighteen (18) months from its approval by the Shareholders' Meeting of SCOR SE and would render null and void, for its unused portion, any prior authorization with the same purpose.

II. REPORT OF THE BOARD OF DIRECTORS ON THE EXTRAORDINARY RESOLUTIONS

At the Annual Shareholders' Meeting called on May 25, 2023, shareholders will be invited to vote on the following extraordinary resolutions:

23. Delegation of authority granted to the Board of Directors for the purpose of taking decisions with respect to capital increases by capitalization of retained earnings, reserves, additional paid-in capital or any other capitalizable amounts (23rd resolution);
24. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with preferential subscription rights (24th resolution);
25. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of a public offering (excluding an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code), shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights and with a compulsory priority subscription period (25th resolution);
26. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, ordinary shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights (26th resolution);
27. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, with cancellation of preferential subscription rights (27th resolution);
28. Delegation of power granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, within the limit of 10% of the Company's capital, as consideration for securities contributed to the Company, with cancellation of preferential subscription rights (28th resolution);
29. Delegation of authority granted to the Board of Directors for the purpose of increasing the number of shares to be issued in the case of a capital increase with or without preferential subscription rights (29th resolution);
30. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company with cancellation of shareholders' preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing a contingent capital program (30th resolution);
31. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing an ancillary own funds program (31st resolution);
32. Authorization granted to the Board of Directors for the purpose of reducing the capital by canceling treasury shares (32nd resolution);

33. Authorization granted to the Board of Directors to grant options to subscribe for and/or purchase shares of the Company, with waiver of preferential subscription rights in favor of employees and executive corporate officers (33rd resolution);
34. Authorization granted to the Board of Directors for the purpose of granting existing ordinary shares of the Company to employees and executive corporate officers (34th resolution);
35. Delegation of authority granted to the Board of Directors in order to carry out a capital increase through the issuance of shares reserved for the members of employee savings plans (*plans d'épargne*), with cancellation of preferential subscription rights in favor of such members (35th resolution);
36. Aggregate ceiling on capital increases (36th resolution);
37. Powers to carry out formalities (37th resolution).

FINANCIAL AUTHORIZATIONS AND DELEGATIONS

In accordance with the legal and regulatory provisions applicable to financial authorizations and delegations and capital increases, the Board has provided shareholders with a review of the business during 2022 and since the start of 2023 in the management report included in the 2022 Universal Registration Document filed with the French financial markets authority (*Autorité des marchés financiers*). This document has been published and made available to shareholders in accordance with the applicable legal and regulatory provisions, notably on the Company's website <https://www.scor.com>.

The purpose of the financial authorizations and delegations submitted to shareholders in the 23rd to 37th resolutions, as described below, is to give the Company a certain degree of financial flexibility, which is one of the criteria used by rating agencies to assess a company's financial strength. In addition, by canceling shareholders' preferential subscription rights, where applicable, they would enable the Company to react

more easily and quickly to market opportunities by allowing the Board to choose, particularly with regard to market conditions, the most appropriate solutions for the financing, protection and development of the Group.

The use of any of these authorizations or delegations would be decided by the Board, which would then draw up an additional report to shareholders describing the final terms and conditions of the transaction, determined in accordance with the terms of the related authorization or delegation of authority.

Furthermore, in all such cases, the Statutory Auditors would draw up additional reports to shareholders as required by the applicable laws and regulations.

This year, the Board is asking the Shareholders' Meeting to renew the resolutions approved by the 2022 Annual Shareholders' Meeting.

23. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS IN ORDER TO TAKE DECISIONS WITH RESPECT TO CAPITAL INCREASES BY CAPITALIZATION OF RETAINED EARNINGS, RESERVES, ADDITIONAL PAID-IN CAPITAL OR ANY OTHER CAPITALIZABLE AMOUNTS (23rd RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors and granting full powers to the Board in order to decide to increase the capital by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, and issuing new ordinary shares and/or raising the par value of existing ordinary shares.

For information, as of the date of the Annual Shareholders' Meeting, all of the Company's reserves are eligible for capitalization, provided that all expenses have been recorded in the financial statements. The capital could be increased on one or more occasions.

The Board could use this delegation of authority on one or more occasions, in the proportions and at the times it deems appropriate.

The aggregate par value of the capital increase(s) carried out under this proposed delegation of authority would not exceed two hundred million euros (EUR 200,000,000).

This ceiling is separate from the aggregate ceiling for capital increases set in the thirty-sixth resolution and does not take into account any shares of the Company that could be issued,

in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of any securities giving access, by any means, immediately and/or at a later date, to the Company's capital.

This type of capital increase, by definition, does not dilute existing shareholders and does not modify the Company's total shareholders' equity, which justifies the application of a separate ceiling.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board in the sixteenth extraordinary resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

24. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF DECIDING TO ISSUE SHARES AND/OR SECURITIES GIVING ACCESS IMMEDIATELY OR AT A LATER DATE TO ORDINARY SHARES TO BE ISSUED, WITH PREFERENTIAL SUBSCRIPTION RIGHTS (24th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out the issuance of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company.

This delegation could be used on one or more occasions, in France or abroad, in the proportions and at the times that the Board deems appropriate.

It is specified that:

- (i) the issuance of preference shares is excluded from the scope of this delegation of authority;
- (ii) the Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this proposed delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities.

The debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any unit of account established by reference to several currencies).

In addition, the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments.

The subscriptions may be paid up in cash, including by capitalizing liquid and callable debts, or partly in cash and partly by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts.

The maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out immediately and/or at a later date pursuant to this delegation of authority, should not exceed five hundred and sixty-six million one hundred and six thousand three

hundred and twenty-six euros (EUR 566,106,326), or the equivalent of this euro amount on the date the issuance is decided.

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares should be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization.

The maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed seven hundred million euros (EUR 700,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium should be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A and L. 228-40 of the French Commercial Code.

The issuances carried out pursuant to this delegation of authority should be deducted from the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting.

This delegation of authority would have no impact whatsoever on the Board's ability to decide to issue simple subordinated or unsubordinated debt securities (such as, *inter alia*, undated deeply-subordinated notes (TSSDIs) or any other type of non-composite bonds), or debt securities with rights to other debt securities or to existing shares, including for amounts in excess of the issuance ceiling referred to above.

Shareholders would have a preferential right to subscribe for the ordinary shares and/or securities giving access to the capital issued by the Board pursuant to this delegation of authority, prorata to their interests in the Company's capital.

The Board of Directors is also seeking an authorization to give shareholders a right to subscribe for ordinary shares or securities giving access to the capital in excess of their preferential right, also exercisable prorata to their interests in the Company's capital and within the limit of their requests.

At the end of the subscription period, if the issuance has not been taken up in full by shareholders exercising their successive preferential rights, the Board would be free to take one or more of the following courses of action, in the order of its choice, subject to compliance with the applicable law:

- (i) limit the issuance to the amount of the subscriptions received, within the limits specified by the regulations, if any;
- (ii) allocate freely all or some of the unsubscribed ordinary shares or securities giving access to the capital included in the proposed issuance, within the limits specified by regulations, if any;
- (iii) offer all or some of the unsubscribed ordinary shares or securities giving access to the capital for subscription by the public.

Shareholders should note that the decision to issue securities giving access to the capital would automatically entail the waiver by shareholders, in favor of holders of said securities

giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code.

The subscription price of the ordinary shares or securities giving access to the capital issued under this delegation of authority would be determined by the Board (or by the Chief Executive Officer in the event of sub-delegation) and communicated to the shareholders in the supplementary report drawn up when (and each time) the delegation of authority is used.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board in the seventeenth extraordinary resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

25. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF DECIDING TO ISSUE, AS PART OF A PUBLIC OFFERING (EXCLUDING AN OFFER GOVERNED BY ARTICLE L. 411-2-1° OF THE FRENCH MONETARY AND FINANCIAL CODE), ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS IMMEDIATELY OR AT A LATER DATE TO ORDINARY SHARES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS AND WITH A COMPULSORY PRIORITY SUBSCRIPTION PERIOD (25th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out the issuance, as part of a public offering (excluding a restricted offer governed by Article L. 411-2-1° of the French Monetary and Financial Code), of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares the Company,

with cancellation of preferential subscription rights and with a compulsory priority subscription period.

This delegation could be used on one or more occasions, in France or abroad, in the proportions and at the times that the Board deems appropriate.

The Board could use this delegation of authority at any time, except that while a tender offer for the Company's shares is in progress and until the end of the offer acceptance period, the authorization of the Shareholders' Meeting would have to be obtained.

Besides, the following would be excluded from the scope of this delegation of authority:

- (i) issuances of preference shares; and
- (ii) issuances of ordinary shares and/or any other securities giving access to the capital as part of an offer governed by Article L. 411-2-1° of the French Financial and Monetary Code, which are the subject of the twenty-sixth resolution of this Shareholders' Meeting.

The securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities.

The debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any unit of account established by reference to several currencies).

In addition, the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments.

The subscriptions may be paid up in cash, including by capitalizing liquid and callable debts.

Public offerings decided upon pursuant to this resolution may be combined in the same issuance or in several issuances carried out simultaneously as part of private placements pursuant to the twenty-sixth resolution below.

The maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out immediately and/or at a later date, shall not exceed one hundred and forty-one million five hundred and twenty-six thousand five hundred and seventy-seven euros (EUR 141,526,577), or the equivalent of this euro amount on the date the issuance is decided.

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital of the Company.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares should be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization.

The maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium should be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code.

The issuances carried out pursuant to this delegation of authority should be deducted from the ceilings set in the twenty-fourth resolution and the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting.

The total amount allowed for capital increases under this delegation of authority would be reduced by the aggregate par value of any and all ordinary shares issued upon exercise of all or some of:

- (i) the warrants issued by the Company on December 16, 2022 pursuant to the twenty-third resolution of the Annual Shareholders' Meeting of May 18, 2022 (the "2022 Warrants");

- (ii) the 2023 Contingent Warrants (as this term is defined in the thirtieth resolution below) that could be issued pursuant to the thirtieth resolution submitted to this Annual Shareholders' Meeting for approval; and

- (iii) the 2023 AOF Warrants (as this term is defined in the thirty-first resolution below) that could be issued pursuant to the thirty-first resolution submitted to this Annual Shareholders' Meeting.

This delegation of authority would have no impact whatsoever on the Board's ability to decide to issue simple subordinated or unsubordinated debt securities (such as, *inter alia*, undated deeply subordinated notes (TSSDIs) or any other type of non-composite bonds), or debt securities with rights to other debt securities or to existing shares, including for amounts in excess of the issuance ceiling referred to above.

Shareholders would be asked to waive their preferential rights to subscribe for the ordinary shares and the securities giving access to the capital that could be issued under this resolution.

In that case, the Board should be required to grant shareholders non-transferable and non-tradable priority subscription rights, exercisable prorata to the number of ordinary shares held over a priority period of at least five (5) trading days. The Board of Directors could also decide to offer shareholders a right to subscribe for ordinary shares or securities giving access to the capital not taken up by other shareholders, in excess of their priority right. This right would also be exercisable prorata to the shareholders' interests in the Company's capital.

If the issuance was not taken up in full by the end of the priority subscription period, the Board would be free to use, in the order of its choosing, all or some of the measures provided for in Article L. 225-134 of the French Commercial Code.

In the case of securities giving access to the capital, the Board of Directors could limit the issuance to the amount of the subscriptions received, and/or freely allocate all or some of the unsubscribed securities, in both cases subject to compliance with any regulatory limits.

Shareholders should note that the decision to issue securities giving access to the capital would automatically entail the waiver by the shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code.

The issuance price of the ordinary shares should be set by the Board of Directors in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code at an amount at least equal to the volume-weighted average share price quoted over the three (3) trading days preceding the beginning of the offer, less a discount of up to 10%. The issuance price of the securities giving access to the capital should be set in such a way that the amount received immediately by the Company plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuance of these securities, would be at least equal to the minimum price defined above.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the eighteenth resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

26. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF DECIDING TO ISSUE, AS PART OF AN OFFER REFERRED TO IN ARTICLE L. 411-2-1° OF THE FRENCH MONETARY AND FINANCIAL CODE, ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS IMMEDIATELY OR AT A LATER DATE TO ORDINARY SHARES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS (26th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out the issuance, as part of a public offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company,

with cancellation of the shareholders' preferential subscription rights.

This delegation could be used on one or more occasions, in France or abroad, in the proportions and at the times that the Board deems appropriate.

An offer governed by Article L. 411-2-1° of the French Monetary and Financial Code is an "*offer of securities or shares to a restricted group of investors acting for their own account or to qualified investors*".

This delegation would make it easier for the Company to raise capital on the best possible terms, because the process would be faster and simpler than for a public offering. The net issuance proceeds would provide the Company with additional resources to finance its strategy, continue to grow the business and/or finance an acquisition-related recapitalization. Part of the proceeds could also be used for general corporate purposes.

It is specified that:

- (i) issuances of preference shares would be excluded from this delegation; and
- (ii) the Board of Directors could not use this delegation while a tender offer for the Company's shares was in progress, until the end of the offer acceptance period, without the prior authorization of the Shareholders' Meeting.

The securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities.

The debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any unit of account established by reference to several currencies).

In addition, the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments.

The subscriptions may be paid up in cash, including by capitalizing liquid and callable debts.

The capital increase(s) that may be decided by the Board of Directors and carried out immediately and/or at a later date would not result in the issuance of a number of ordinary shares with an aggregate par value representing more than 10% of the Company's capital on the issuance date.

This ceiling would not include the ordinary shares that could be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

The maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium would be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code.

The issuances carried out pursuant to this delegation of authority would be deducted from the ceilings set in the twenty-fifth resolution and the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting.

Shareholders would be asked to waive their preferential subscription rights to enable the Board to raise financing according to a simplified procedure, through restricted issuances of ordinary shares and/or securities giving access to the capital of the Company (including, but not limited to, bonds convertible into new shares, bonds redeemable for new shares, bonds exchangeable for new shares and bonds with warrants exercisable for new shares).

Shareholders should note that the decision to issue securities giving access to the capital would automatically entail the waiver by the shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code.

This delegation of authority would have no impact whatsoever on the Board's ability to decide to issue simple subordinated or unsubordinated debt securities (such as, *inter alia*, undated deeply-subordinated notes (TSSDIs) or any other type of non-composite bonds), or debt securities with rights to other debt securities or to existing shares, including for amounts in excess of the issuance ceiling referred to above.

The issuance price of the ordinary shares issued directly or to which the securities giving access to the capital issued pursuant to this delegation of authority would entitle the holder, should be set by the Board of Directors in accordance with the applicable law and regulations in force on the issuance date at an amount at least equal to the volume-weighted average share price quoted over the three (3) trading days preceding the beginning of the offer, less a discount of up to 10%. The issuance price of the securities giving access to the capital should be set in such a way that the amount received immediately by the Company, plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuance of these securities, should be at least equal to the minimum price defined above.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors in the nineteenth resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

27. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF DECIDING TO ISSUE SHARES AND/OR SECURITIES GIVING ACCESS IMMEDIATELY OR AT A LATER DATE TO ORDINARY SHARES TO BE ISSUED, AS CONSIDERATION FOR SECURITIES TENDERED TO A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS (27th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors to decide and carry out the issuance, on one or more occasions, of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company,

as consideration for securities tendered to any public exchange offer or any cash offer with a stock alternative initiated by the Company, in France or abroad according to local rules, for the securities of a company whose shares are traded on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code (or any other transaction having the same effect, such as a reverse merger or scheme of arrangement).

Shareholders are also asked to decide, as necessary, to cancel their preferential right to subscribe for these ordinary shares and/or securities giving access to the capital in favor of the holders of the securities tendered to the offer.

The Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities.

The debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any unit of account established by reference to several currencies).

In addition, the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments.

The maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out immediately and/or at a later date, should not exceed one hundred and forty-one million five hundred and twenty-six thousand five hundred and seventy-seven euros (EUR 141,526,577).

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital of the Company.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares should be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization.

The maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority should not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium would be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code.

The issuances carried out pursuant to this delegation of authority would be deducted from the ceiling set in the twenty-fifth resolution submitted to this Annual Shareholders' Meeting for approval and the aggregate ceilings on capital increases and issuances of securities representing debt instruments set in the thirty-sixth resolution submitted of this Shareholders' Meeting.

Shareholders should note that the decision to issue securities giving access to the capital would automatically entail the waiver by the shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which the securities giving access to capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board in the twentieth resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

28. DELEGATION OF POWER GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF DECIDING TO ISSUE SHARES AND/OR SECURITIES GIVING ACCESS IMMEDIATELY OR AT A LATER DATE TO ORDINARY SHARES TO BE ISSUED, WITHIN THE LIMIT OF 10% OF THE COMPANY'S CAPITAL, AS CONSIDERATION FOR SECURITIES CONTRIBUTED TO THE COMPANY, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS (28th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of power to the Board of Directors to decide and carry out the issuance, within the limit of 10% of the Company's capital, of:

- (i) ordinary shares of the Company; and/or
- (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares the Company,

as consideration for shares or securities giving access to the capital contributed to the Company where Article L. 22-10-54 of the French Commercial Code does not apply.

The above limit would not take into account any ordinary shares that could be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

The Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this proposed delegation of power while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

Any decision to use this delegation of power should be made by the Board of Directors on the basis of the report of one or more contribution auditors appointed in accordance with Article L. 225-147 of the French Commercial Code.

The securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities.

The debt securities issued pursuant to this delegation of power may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any unit of account established by reference to several currencies).

In addition, the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments.

The ordinary shares and/or securities giving access to the capital issued pursuant to this delegation of power should be deducted from the ceilings set in the twenty-fifth resolution as well as from the aggregate ceilings set in the thirty-sixth resolution submitted to this Annual Shareholders' Meeting for approval.

The Company's shareholders should have no preferential subscription rights to the ordinary shares and/or securities giving access to the capital issued pursuant to this delegation of power, these being intended exclusively as consideration for any contributions in kind of shares made to the Company.

The decision to issue securities giving access to the capital would automatically entail the waiver by the shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to capital entitle their holders.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of power.

This delegation of power would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of power granted to the Board of Directors by the twenty-first resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

29. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF INCREASING THE NUMBER OF SHARES TO BE ISSUED IN THE CASE OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS (29th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution authorizing the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to increase the number of shares to be issued in the case of a capital increase carried out at any time, with or without preferential subscription rights, pursuant to the twenty-fourth, twenty-fifth and twenty-sixth resolutions submitted to this Annual Shareholders' Meeting for approval. Any such decision would be made within the period and subject to the limits specified in the law and the regulations applicable on the issuance date (currently, within thirty days of the close of the subscription period, and up to 15% of the initial issuance, at the same price as that used for the initial issuance).

Use of this delegation of authority would be subject to compliance with (i) the specific ceiling provided for in the resolution on the basis of which the initial issuance was decided; and (ii) the aggregate ceiling set in the thirty-sixth resolution submitted to this Annual Shareholders' Meeting for approval. It would be used, in particular, to offer a greenshoe option in accordance with market practices.

Shareholders should note that under no circumstances would the delegation of authority have the effect of increasing the specific ceilings set in the resolutions concerned or the aggregate ceiling set by the Annual Shareholders' Meeting, or of allowing these ceilings to be exceeded.

30. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF ISSUING WARRANTS EXERCISABLE FOR ORDINARY SHARES OF THE COMPANY WITH CANCELLATION OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF CATEGORIES OF ENTITIES MEETING SPECIFIC CRITERIA, WITH A VIEW TO IMPLEMENTING A CONTINGENT CAPITAL PROGRAM (30th RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to issue, on one or more occasions, securities giving access to the capital that have the characteristics of warrants (the "2023 Contingent Warrants").

Based on the contractual terms of the 2023 Contingent Warrants, the warrant holders would have an obligation to exercise the warrants and subscribe for new ordinary shares if the Company, in its capacity as insurer or reinsurer, needed to raise capital to cover the consequences of natural or man-made disasters likely to have a significant adverse effect on the Group's profitability or solvency, as described below. The Company would be required to notify the holders of the 2023 Contingent Warrants of the occurrence of any such trigger event in order to draw on this or these contingent equity lines and automatically raise additional capital.

The Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this proposed delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

In the case of a decision to increase the capital pursuant to the twenty-fourth resolution submitted to this Annual Shareholders' Meeting for approval, the limit referred to in Article L. 225-134 I-1° of the French Commercial Code should be increased in the same proportions.

This delegation of authority would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the twenty-second resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

In accordance with the capital shield principle underpinning the high level of capital protection that is one of the cornerstones of the Group's strategy, the purpose of the equity line(s) is to enable the Company to replace the solvency capital requirement (SCR) coverage program set up in 2022 and expiring on December 31, 2025, in particular in the event that all or some of the 2022 Warrants are exercised or canceled, or when the warrants expire. The new program(s) would take the form of multi-year contract(s) with similar characteristics to those of the current program.

The Board of Directors could use this delegation of authority at any time, within the limits and subject to the conditions mentioned below and also subject to the exercise, cancellation or expiration of all or some of the 2022 Warrants. The Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this proposed delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The new program(s) would take over from the 2022 program, in order to further protect the Company from losses caused by certain events that could have a significant adverse effect on its solvency or its profitability. The equity line(s) would provide the Company with SCR coverage of up to three hundred million euros (EUR 300,000,000) in own funds (including premiums). They would allow the Company to automatically increase its capital by up to 10% (excluding premiums), in one or several stages, following the occurrence of certain extreme events (natural or man-made disasters) with a significant adverse effect on its solvency or its profitability as described below.

This innovative contingent capital solution, which allows the Group to diversify its methods of protection and its counterparties, has constantly been shown to be effective since its launch by SCOR in 2010. It is a very competitive alternative, in terms of cost, to traditional outward reinsurance solutions and to insurance-linked securities issuances. It would also enhance the Company's solvency protection strategy, by enabling the capital buffer to be raised to the required level on pre-defined contractual terms, in order to support retained risks, in the event that certain exceptional trigger events occur, leading to higher refinancing costs for the Group on the financial markets.

The rating agencies have issued favorable quantitative and qualitative assessments for all the programs implemented by the Company since 2010 (in 2010, 2012, 2013, 2016, 2019 and 2022). Any new program to be set up pursuant to this delegation of authority would depend on the rating agencies issuing prior favorable assessments.

In any event, the contingent capital solution could not be implemented if the Board of Directors had already used the delegation of authority given in the thirty-first resolution. If this was the case, this resolution would become null and void.

Shareholders should note that in order to limit the maximum potential dilution, the proposed resolution places a cap on the total number of new ordinary shares that could be issued upon exercise of the 2023 Contingent Warrants, equal to the equivalent of 10% of the Company's capital on the issuance date of the ordinary shares. They should also note that the total par value of the share issuances that would result from the exercise of the 2023 Contingent Warrants would be deducted, at the time of issuance of the shares, from (i) the aggregate ceiling on capital increases set in the thirty-sixth resolution submitted to this Annual Shareholders' Meeting for approval (without exceeding said ceiling), and (ii) from the ceiling set in the twenty-fifth resolution (without being limited by said ceiling) submitted to this Annual Shareholders' Meeting for approval.

If the Board of Directors uses this delegation prior to the exercise, cancellation or expiration of all of 2022 Warrants, the maximum number of new ordinary shares to be issued in conjunction with the exercise of the 2022 Warrants still in circulation and the 2023 Contingent Warrants would not

exceed 10% of the Company's capital on the issuance date of the ordinary shares.

If no trigger event (as defined below) occurs, no ordinary shares would be issued under this (these) program(s) and the programs would have no dilutive impact for the shareholders.

The 2023 Contingent Warrants issuances would be underwritten by one or several investors chosen by the Board of Directors from the categories of entities meeting the following criteria:

- (i) any special purpose vehicle ("SPV") not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in this report. In this case:
 - the 2023 Contingent Warrants would be subscribed by the SPV, which would have a contractual obligation to exercise them under the scenarios and on the terms defined in the contract, within the limit set in the twenty-sixth resolution, thus allowing the Company to automatically have additional capital at its disposal,
 - the subscription price of the 2023 Contingent Warrants and the subscription price of the ordinary shares issued by the Company upon exercise of the 2023 Contingent Warrants would be financed by the SPV through the *ab initio* issuance of bonds exchangeable for ordinary shares of the Company to institutional investors; in the case of a drawdown, the ordinary shares issued by the Company to the SPV through the exercise of the 2023 Contingent Warrants would be delivered by the SPV to the holders of the exchangeable bonds,
 - to guarantee the availability of the funds in the event of a drawdown by the Company, the proceeds from the issuance of the exchangeable bonds would be collateralized by the SPV for the benefit of the Company,
 - the ordinary shares issued by the Company to the SPV through the exercise of the 2023 Contingent Warrants would be distributed immediately in the market through their allocation to the holder(s) of the exchangeable bonds issued by the SPV, such that the capital increases resulting from the exercise of the 2023 Contingent Warrants would ultimately be financed by the market;

and/or

- (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code. A single investment service provider could be chosen, if appropriate. The investment service provider(s) would not necessarily intend to retain any interest in the Company's capital and could sell the new ordinary shares acquired on exercise of the 2023 Contingent Warrants through private placements and/or on the open market. This would mean that the capital increases resulting from the exercise of the 2023 Contingent Warrants would for the most part, be ultimately financed by the market.

Shareholders are asked to waive their preferential subscription rights in favor of these categories of entities.

The subscription price per 2023 Contingent Warrant would reflect the fact that the warrant holder(s) would not have the ability to exercise them at their own initiative. It would be set at zero point zero zero one euro (EUR 0.001).

Drawdowns on this innovative contingent capital equity line would be triggered automatically following the occurrence of one of the trigger events described below; they could not be triggered at the Company's sole discretion. The financing would be drawn down in one or several individual tranches, none of which would exceed one hundred and fifty million euros (EUR 150,000,000), including premiums. The drawdowns would be triggered automatically but only if the Company (directly or indirectly *via* a Group entity), as an insurer or reinsurer, needed to cover the consequences of natural or man-made disasters likely to have a significant adverse effect on the profitability or solvency of the Group (a "Trigger Event"), including but not limited to one or several of the following events occurring in a geographic area covered for the Trigger Event in question during the life of the 2023 Contingent Warrants (*i.e.*, a maximum of four (4) years):

- any "Storm", in particular, any gale, cyclone, hurricane, typhoon, tornado, blizzard, ice storm, windstorm, rainstorm, extremely strong gust of wind;
- any "Earthquake", defined as any shock or vibrations occurring on the surface of the earth (including undersea areas) and resulting from a sudden movement in the earth's crust, from the rupture of a fault or a fault segment (tectonic seismic activity) and/or from the intrusion or release of gas from magma (volcanic seismic activity) and/or from any natural explosion and/or natural collapse of a cavity (naturally-occurring seismic activity);
- any "Flood", defined as any temporary coverage of normally dry land by water that has escaped or been released from its normal confines or due to heavy rain, including rainwater and water from burst riverbanks or sudden flood surges;
- any "Fire", defined as any bush fire, forest fire or fire caused by lightning strike of an exceptional scale;
- any epidemic, pandemic or similar event of abnormal magnitude, or the rapid spread of one or several pathologies resulting from one or more disease(s);
- any act of war, act of terrorism;
- any man-made accident;
- any material deviation from forecast biometric trends (mortality, morbidity, disability or longevity) recorded by the Life branch, whatever the cause.

In addition, as in the previous programs, if the price of the ordinary shares on Euronext Paris were to fall below a contractually defined level, a tranche of up to one hundred and fifty million euros (EUR 150,000,000), including premiums, could be made available automatically to provide coverage, in particular in the event of the subsequent occurrence of a Trigger Event.

If any of the above events occurs, the holders of the 2023 Contingent Warrants would have a contractual obligation to exercise the Warrants and subscribe new ordinary shares at a price to be determined on the basis of the volume-weighted average price of the ordinary shares on Euronext Paris over the three (3) trading days immediately preceding the exercise of the 2023 Contingent Warrants, less a discount of up to 10%, not to represent less than the shares' par value. The discount is justified by the automatic nature of the drawdowns and the resulting guarantee for the Company that its SCR coverage needs would be met by the issuance proceeds. Shareholders should note that the proposed discount of up to 10% is in line with market expectations in this respect and is unchanged from the discount decided by the Shareholders' Meeting for the previous 2022 Warrants program, allowing the program to be rolled over on the best financial terms for investors.

The holder(s) of 2023 Contingent Warrants would be prohibited from trading in the Company's shares during the reference periods for the determination of the issuance price. They would also be required to ensure that their share sale(s) would not interfere with the orderly operation of the market. More generally, the holder(s) would be required to comply with market abuse regulations.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board of Directors for a period of eighteen (18) months with effect from the date of the Annual Shareholders' Meeting. It would supersede, as from the resolution approval date, the unused portion of any previous delegation with the same purpose.

31. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF ISSUING WARRANTS EXERCISABLE FOR ORDINARY SHARES OF THE COMPANY, WITH CANCELLATION OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF CATEGORIES OF ENTITIES MEETING SPECIFIC CRITERIA, WITH A VIEW TO IMPLEMENTING AN ANCILLARY OWN FUNDS PROGRAM (31ST RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to issue, on one or more occasions, securities giving access to the capital that have the characteristics of warrants (the “2023 AOF Warrants”). The holder(s) of the 2023 AOF Warrants would be obliged to exercise the warrants and subscribe new ordinary shares of the Company in contractually defined circumstances. The warrants would enable the Company to have automatic access to additional capital on request or on a mandatory basis following the occurrence of a Trigger Event as defined in the thirtieth resolution.

In accordance with the capital shield principle underpinning the high level of capital protection that is one of the cornerstones of the Group's strategy, the SCOR Group constantly seeks to innovate and diversify its sources of capital, its protection solutions and its counterparties in order to boost its return on equity.

This is why shareholders are being asked to give the Group the means of continuing to innovate while also adapting to its constantly changing regulatory environment. This solution would enable the SCOR Group to extend its capital protection toolkit to include new opportunities provided by the Solvency II directive which allows certain debt instruments to be qualified as Tier 2 and Tier 3 ancillary own funds. It would consist of creating an additional capital buffer that could be drawn down under the scenarios mentioned above.

Subject to the prior authorization of France's insurance supervisor (ACPR), the 2023 AOF Warrants could be qualified as Tier 2 or Tier 3 ancillary own funds for the determination of the SCR coverage ratio, without being exercised for shares.

The 2023 AOF Warrants would be exercisable and the new ordinary shares would be issued by decision of the Board of Directors (or, by delegation, by decision of the Chief Executive Officer) or automatically following the occurrence of a Trigger Event. They could not be exercised in any other circumstances; in particular, they would not be exercisable at the initiative of the warrant holder or another stakeholder. In the absence of any drawdowns, no new shares of the Company would be issued under the program, which consequently would not have any dilutive impact for shareholders.

Like the contingent capital program, the proposed AOF Warrant program is part of SCOR's capital protection strategy. It could also provide SCOR's shareholders with a significant net financial benefit, as a very competitive alternative in terms of

costs to traditional outward reinsurance solutions and to insurance-linked securities issuances. It would also enable the Group's capital buffer to be raised to the required level on pre-defined contractual terms, in order to support retained risks, in the event that certain exceptional trigger events occur leading to higher refinancing costs for the Group on the financial markets.

In any event, this solution could not be implemented if the Board of Directors had already used the delegation of authority given in the thirtieth resolution. If this was the case, this resolution would become null and void.

In addition, implementation of any new program pursuant to this authorization would be subject to (i) the prior approval of France's insurance supervisor (ACPR), in particular for the 2023 AOF Warrants to be qualified as Tier 2 or 3 ancillary own funds eligible for inclusion in the calculation of the SCR coverage ratio and (ii) a favorable prior assessment by the rating agencies.

The Board of Directors could use this delegation of authority at any time, within the limits and subject to the conditions mentioned below and also subject to the exercise, cancellation or expiration of all or some of the 2022 Warrants.

The Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this proposed delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

This new program could take over from the contingent capital program implemented in December 2022, if needed, and would provide the Company with SCR coverage of up to three hundred million euros (EUR 300,000,000) in own funds (including premiums). It would allow the Company to benefit from one or several automatic increases of its capital, within the limit of 10% of the capital and the issuance ceilings described below, subject to the conditions described above.

Shareholders should note that in order to limit the maximum potential dilution, the proposed resolution places a cap on the total number of new ordinary shares that could be issued upon exercise of the 2023 AOF Warrants, equal to the equivalent of 10% of the capital of the Company on the issuance date of the ordinary shares. They should also note that the total par value of the share issuances that would result from the exercise of the 2023 AOF Warrants would be deducted, at the time of issuance of the shares, from (i) the aggregate ceiling on capital increases set in the thirty-sixth resolution submitted to this Annual Shareholders' Meeting for approval (without exceeding said ceiling), and (ii) from the ceiling set in the twenty-fifth resolution submitted to this Annual Shareholders' Meeting for approval (without being limited by said ceiling).

If the Board of Directors uses of this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the maximum number of new ordinary shares to be issued in conjunction with the exercise of the 2022 Warrants still in circulation and the 2023 AOF Warrants would not in any event exceed 10% of the Company's capital.

This SCR coverage would be available for a period of four (4) years (the "Validity Period") and would take the form of an equity line which would be automatically implemented in the event of exercise by the Company of its drawing right as explained above.

The equity line would be available in one or several tranches for a total amount of up to three hundred million euros (EUR 300,000,000) (including premiums). Drawdowns would be triggered at the Company's request or automatically following the occurrence of a Trigger Event during the Validity Period.

The 2023 AOF Warrants issuances would be underwritten by one or several investors chosen by the Board of Directors from the categories of entities meeting the following criteria:

- (i) any special purpose vehicle ("SPV") not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in this report. In this case:
 - the 2023 AOF Warrants would be subscribed by the SPV which would have a contractual obligation to exercise the warrants under the scenarios and on the terms defined in the contract, within the limit set in the thirty-first resolution, thus allowing the Company to automatically have additional capital at its disposal,
 - the subscription price of the 2023 AOF Warrants and the subscription price of the ordinary shares issued by the Company upon exercise of the warrants would be financed by the SPV through the *ab initio* issuance of bonds exchangeable for ordinary shares of the Company to institutional investors. In the case of a drawdown, the ordinary shares issued by the Company to the SPV through the exercise of the 2023 AOF Warrants would be delivered by the SPV to the holders of the exchangeable bonds,
 - to guarantee the availability of the funds in the event of a drawdown by the Company, the proceeds from the issuance of the exchangeable bonds would be collateralized by the SPV for the benefit of the Company,
 - the ordinary shares issued by the Company to the SPV through the exercise of the 2023 AOF Warrants would be distributed immediately in the market through their allocation to the holder(s) of the exchangeable bonds issued by the SPV, such that the capital increases resulting from the exercise of the 2023 AOF Warrants would ultimately be financed by the market;

and/or

- (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code. A single investment service provider could be chosen, if appropriate. The investment service provider(s)

would not necessarily intend to retain any interest in the Company's capital and could sell the new ordinary shares acquired on exercise of the 2023 AOF Warrants through private placements and/or on the open market.

Shareholders are asked to waive their preferential subscription rights in favor of these categories of entities.

The subscription price per 2023 AOF Warrant would reflect the fact that the warrant holder(s) would not have the ability to exercise them at their own initiative. It would be set at zero point zero zero one euro (EUR 0.001).

The issuance price of the new ordinary shares would be determined by the Board and would be at least equal to the average of the volume-weighted average prices of the Company's ordinary shares on Euronext Paris over the thirty (30) trading days preceding the exercise of the 2023 AOF Warrants, less a discount of up to 10%, not to represent less than the shares' par value.

The discount would not necessarily apply to all cases of automatic drawdowns. The discount is justified by the automatic nature of the drawdowns and the resulting guarantee for the Company that its SCR coverage needs would be met by the issuance proceeds. Shareholders should note that the proposed discount of up to 10% is in line with market expectations in this respect and is unchanged from the discount decided by the 2022 Shareholders' Meeting for the previous 2022 Warrants program, allowing the program to be rolled over on the best financial terms for investors.

Compared to the twenty-third resolution of the Annual Shareholders' Meeting of May 18, 2022, which authorized the 2022 Warrants issuances, the period for calculating the benchmark stock market average has been maintained at thirty (30) days, in order to give 2023 AOF Warrant holders longer to hedge their market risk in accordance with normal market practices. Shareholders should note that, as this resolution concerns a capital increase restricted to a category of entities meeting the criteria specified in Article L. 225-138-I of the French Commercial Code, the rules for setting the issuance price of the ordinary shares can be set by the Shareholders' Meeting without being bound by the minimum pricing rules of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board of Directors for a period of eighteen (18) months with effect from the date of the Annual Shareholders' Meeting. It would supersede, as from the resolution approval date, the unused portion of any previous delegation with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the delegation of authority granted to the Board of Directors by the twenty-fourth resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

32. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF REDUCING THE CAPITAL BY CANCELING TREASURY SHARES (32nd RESOLUTION)

After noting that the capital is fully paid up and having considered the report of the Statutory Auditors, the shareholders will be invited to vote on an extraordinary resolution authorizing the Board of Directors to reduce the capital at any time by canceling treasury shares. The Board would determine the number of shares to be canceled at its discretion, within the limits set by law, in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code. The capital could be reduced on one or several occasions, in the proportions and at the times the Board deems appropriate.

The Board of Directors could not, without the prior authorization of the Shareholders' Meeting, use this proposed authorization while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

No more than 10% of the shares comprising the Company's capital could be canceled under this authorization in any twenty-four (24) month period. The number of shares represented by the 10% limit would be adjusted, if applicable, to reflect any transactions affecting the capital carried out after this Shareholders' Meeting.

The difference between the buy-back price of the shares and their par value would be charged against additional paid-in capital or available reserves.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to carry out the capital reduction(s).

This authorization would be granted to the Board of Directors for a period of eighteen (18) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board by the twenty-fifth resolution of the Annual Shareholders' Meeting of May 18, 2022 would remain in force until its original term expired.

HUMAN RESOURCES POLICY

SCOR's human resources policy is based on the Group's corporate values.

These values reflect the Group's commitment to its main stakeholders, *i.e.*, its shareholders, clients, employees and society as a whole.

They include:

- profitability, underpinned by transparency, consistency, responsibility and credibility;
- expertise, underpinned by quality, confidence, innovation, commitment and integrity;
- operational excellence, underpinned by fair competitive practices, agility, leadership and the ability to anticipate;
- empowerment, underpinned by equal opportunities, diversity, respect, loyalty, professional training, partnership and team spirit;
- sustainability, underpinned by engagement, responsibility, sustainable development, scientific progress and openness.

SCOR's human resources policy is of particular importance given the essential role of human capital in SCOR's business model:

- reinsurance companies employ relatively few people compared to the volume of business (SCOR generated premium income of EUR 19.7 billion with just 3,522 employees in 2022), meaning that the contribution of each employee really counts. This is why human resources management, and especially compensation policy, is of critical importance;

- due to the cyclical nature of the reinsurance business, a fair amount of time can elapse between the moment when a decision is made (for example, risk pricing) and the point when the actual financial consequences of the decision (profits or losses) are observed. For this reason, it is very difficult to assess the impact of a decision, particularly in the short term. Share-based compensation instruments allow the interests of our employees to be aligned with those of the shareholders in the long term;
- most reinsurance transactions require a range of legal, technical, social, economic and other skills, and SCOR employs specialists in the areas of risk pricing, finance, investment, risk management, information technology, actuarial science, control, etc. Teamwork (working in project mode to promote synergies between skills) and reciprocal monitoring are essential. Risk management plays a key role, with all employees assigned a specific risk management objective each year related to their day-to-day activities. Compared to other financial institutions, SCOR employs an above-average proportion of highly qualified specialists and experts. Performance share, stock option and other incentive plans are important tools to attract and retain these specialists;
- the job market for these specialists is relatively narrow and concentrated in just a few cities worldwide, some of which are also particularly competitive job markets (New York, London, Zurich, Singapore, Hong Kong, Beijing, etc.).

SCOR has developed comprehensive global compensation policies. The compensation packages of all Group employees have a similar structure covering several dimensions: fixed and variable, immediate and deferred, individual and collective. They include basic pay, annual bonuses and, in some cases, performance shares, stock options and other benefits.

The compensation of the “Partners⁽¹⁾” (approximately one quarter of the total workforce) is more closely linked to the Group's success through performance share and stock option plans.

The Group's compensation policy gives preference to performance shares and stock options over variable cash-based incentives. Cash bonuses represent a significantly smaller proportion of total compensation at SCOR than at most of its competitors, and this is offset by the greater use of performance share and stock option plans. The policy is based on several considerations:

- a commitment to achieving the best possible alignment between the interests of employees and those of the shareholders, both during the performance measurement period and beyond, by having employees hold SCOR shares in the long-term (rather than receiving cash bonuses);
- a commitment to retaining the Group's highest performing employees. In 2022, employee turnover within the Group stood at 12.74%;
- a commitment to cost efficiency: income tax and payroll taxes can be lower for performance shares and stock options than for cash-based incentives.

Each year, using the authorization granted by the Shareholders' Meeting, the Board considers the benefits of setting up share grant, performance share and stock option plans, and determines the number of shares and options to be granted as well as the related vesting conditions. This process is prepared by the Compensation Committee, which suggests to the Board in advance the process for awarding the shares and options, the eligibility criteria and the process for exercising the corresponding rights. Each year, the Board prepares special reports to shareholders on its use during the year of the shareholder authorization to make share grants and to grant performance shares and stock options.

Based on the above explanations, shareholders are invited to approve the thirty-third and thirty-fourth resolutions setting the framework for the authorizations necessary to implement share grant, stock option and performance share plans. In this regard:

- the proposed size of the plans is unchanged (3,000,000 performance shares and 1,500,000 stock options);
- the Company is holding firm to its traditional policy of neutralizing the dilutive impact resulting from the investment of employees' profit-shares in SCOR shares. In particular, the resolution authorizing performance share plans stipulates that the Company's obligations under the plans would be fulfilled through the allocation of existing shares bought back for this purpose (and not through the issuance of new shares).

Lastly, shareholders should note that, when the Shareholders' Meeting gives the Board of Directors a delegation of authority to increase the capital by issuing shares for cash, the Company is required by Article L. 225-129-6 of the French Commercial Code to also present a resolution giving a delegation of authority to the Board to carry out an employee rights issuance governed by Articles L. 3332-18 *et seq.*, of the French Labor Code.

For this reason, shareholders are invited to approve the thirty-fifth resolution, granting a delegation of authority to the Board to issue shares to employees who are members of an employee savings plan (*plan d'épargne d'entreprise*).

Given the other employee profit-sharing mechanisms in place within the Group (stock option and performance share plans), this authorization, while granted each year, does not form part of SCOR's compensation policy and to date the Board has not considered it opportune to use it.

For information and in accordance with the law, the Statutory Auditors have prepared special reports on the authorizations sought in the thirty-third and thirty-fourth resolutions (as well as the delegation of authority proposed in the thirty-fifth resolution).

(1) Partners include senior executives, managers, key experts and employees identified as representing high potential talents. Partners have specific responsibilities in terms of significant achievements, management of high-impact projects and leadership. For this reason, they enjoy specific benefits in terms of information sharing, career development and compensation plans.

33. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO GRANT OPTIONS TO SUBSCRIBE FOR AND/OR PURCHASE SHARES OF THE COMPANY, RESULTING IN THE WAIVER BY THE SHAREHOLDERS OF THEIR PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF EMPLOYEES AND EXECUTIVE CORPORATE OFFICERS (33rd RESOLUTION)

Having considered the report of the Statutory Auditors, shareholders are invited to vote on an extraordinary resolution authorizing the Board, pursuant to Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code, to grant to all or selected employees of the Company and related companies or groupings within the meaning of Article L. 225-180 of the French Commercial Code, and to executive corporate officers (*dirigeants-mandataires sociaux*) of the Company, (i) options to subscribe for new ordinary shares of the Company, leading to an increase in the capital, and (ii) options to purchase existing ordinary shares bought back for this purpose by the Company, under the following conditions:

- the options to subscribe and the options to purchase shares granted under this authorization would not be exercisable – subject to fulfillment of the performance and other conditions set by the Board of Directors based on the proposal of the Compensation Committee – for more than one million five hundred thousand (1,500,000) ordinary shares, and the total par value of the capital increases carried out under this authorization, if any, should be deducted from the aggregate ceiling for capital increases set in the thirty-sixth resolution submitted for approval at this Annual Shareholders' Meeting;
- the list of grantees, the number of options granted to them, the vesting conditions – including the requirement for the grantee to be employed by the Group on the vesting date and the performance conditions – should be set by the Board of Directors based on the proposal of the Compensation Committee. The performance conditions could apply to all or some of the options, and options granted to executive corporate officers should not represent more than 10% of the total authorized plan;
- the option exercise price should be set by the Board on the grant date, on the basis provided for by law but excluding any discount. Based on the wording of Article L. 225-177-4 of the French Commercial Code, as of the date of the Annual Shareholders' Meeting, the exercise price would be set by reference to the average of the prices quoted for SCOR shares over the twenty (20) trading days preceding the option grant date;
- the Board could impose a lock-up clause prohibiting the immediate resale of some or all of the ordinary shares acquired on exercise of the options. The lock-up period would not exceed three (3) years from the option exercise date, without prejudice to the specific provisions of Article L. 225-185 of the French Commercial Code concerning corporate officers, allowing the Board of Directors to require certain corporate officers to keep a certain number of shares obtained on exercise of options for as long as they remain in office.

This authorization would entail the waiver by shareholders, in favor of holders of subscription options, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the options.

Shareholders should note that it is Company policy to neutralize the dilutive impact that could result from the issuance of new ordinary shares upon exercise of subscription options by canceling an equivalent number of treasury shares each year. In this case, in accordance with the applicable rules, the difference between the buy-back price of the canceled shares and their par value is charged against additional paid-in capital or available reserves.

The right to exercise the options may be subject to the grantee's continued presence within the Group.

In addition, all of the options granted to the Chief Executive Officer, to the members of the Executive Committee and to the Partners would be subject to one or more performance conditions set by the Board of Directors. The performance conditions attached to the options granted to the Chief Executive Officer would be described in his compensation policy.

If the Board of Directors decided to grant stock options to employees other than Partners, it could decide whether or not to make the right to exercise them subject to one or more performance conditions.

In addition, notwithstanding the total or partial achievement of the performance conditions, the right to exercise all or some of the options would be subject to (i) compliance with the Group's ethical principles as set out in its Code of Conduct (the "Group Code of Conduct") and (ii) fulfillment of a training obligation or achievement of a specific initiative in the area of corporate social responsibility (CSR).

The Group's Code of Conduct includes key aspects of corporate social responsibility, including integrity, data protection and privacy, anti-corruption, strict compliance with sanctions and embargos, anti-money laundering, transparency, promotion of equal opportunity in all aspects of employment, encouragement to report ethical issues through a whistleblowing procedure, and promotion of and compliance with the principles of the United Nations Global Compact. In the event of a breach of the Group Code of Conduct by a grantee, for instance in the event of a fraud, all of the grantee's options would be forfeited (clawback policy).

Lastly, shareholders are asked to grant full powers to the Board to use this authorization.

This authorization would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the twenty-sixth resolution of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its original term expired.

34. AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF GRANTING EXISTING ORDINARY SHARES OF THE COMPANY TO EMPLOYEES AND EXECUTIVE CORPORATE OFFICERS (34th RESOLUTION)

Having considered the Statutory Auditors' report and in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 *et seq.* of the French Commercial Code, shareholders are invited to vote on an extraordinary resolution authorizing the Board to grant existing, fully paid-up ordinary shares of the Company to all or selected employees of the Company and related companies or groupings within the meaning of Article L. 225-197-2 of the French Commercial Code, and to corporate officers in accordance with Article L. 225-197-1-II of the French Commercial Code, under the following conditions:

- the total number of ordinary shares granted, with or without performance conditions established by the Board pursuant to a proposal from the Compensation Committee, should not exceed three million (3,000,000);
- the list of grantees, the number of ordinary shares to be granted and the vesting conditions – including the requirement for the grantee to be employed by the Group on the vesting date and any performance conditions – should be set by the Board of Directors based on the proposal of the Compensation Committee. All ordinary shares granted to executive corporate offices would be performance shares and would not represent more than 10% of the total authorized plan;
- all or some of the ordinary shares would vest at the end of a vesting period of at least three (3) years, with or without a subsequent lock-up period. The continued employment requirement and achievement of the performance conditions should be assessed over said period of at least three (3) years. For some executive corporate officers and members of senior management, part of the share grants should be made under the Group's Long-Term Incentive Plans ("LTIP"), for which the vesting and performance period is six (6) years;
- however, if a grantee were to be declared as living with a level 2 or level 3 disability (as defined in Article L. 341-4 of the French Social Security Code), the ordinary shares should vest immediately and no lock-up period should apply.

Shareholders should note that under the plans set up using this new authorization, grantees would automatically receive existing ordinary shares, bought back for this purpose under the Company's share buy-back program, and that no new ordinary shares would be issued. Consequently, the share grants and performance share grants would have no dilutive impact on shareholders.

The performance shares could be subject to a vesting condition based on the grantee's continued employment by the Group.

In addition, all the shares granted to the Chief Executive Officer, the members of the Executive Committee and the Partners would be performance shares subject to one or more performance conditions determined by the Board of Directors. The performance conditions attached to the shares granted to the Chief Executive Officer would be described in his compensation policy.

If the Board of Directors decided to grant shares to employees other than Partners, it could decide whether or not to make them subject to one or more performance conditions.

In addition, notwithstanding the total or partial achievement of the three performance conditions referred to above, all or some of the shares would be subject to two additional vesting conditions: (i) compliance with the Group's ethical principles as set out in its Code of Conduct (the "Group Code of Conduct") and (ii) fulfillment of a training obligation or achievement of a specific initiative in the area of corporate social responsibility (CSR).

The Group's Code of Conduct includes key aspects of corporate social responsibility, including integrity, data protection and privacy, anti-corruption, strict compliance with sanctions and embargos, anti-money laundering, transparency, promotion of equal opportunity in all aspects of employment, encouragement to report ethical issues through a whistleblowing procedure, and promotion of and compliance with the principles of the United Nations Global Compact. In the event of a breach of the Group Code of Conduct by a grantee, for instance in the event of a fraud, all of the share grants would be forfeited (clawback policy).

As mentioned above, shareholders should note that in order to help ensure that long-term risks are taken into account, the Board of Directors is considering the use of part of this authorization to set up a Long Term Incentive Plan (LTIP) according to which the vesting period and the performance measurement period, if any, for share grants would be extended to six years, with or without a subsequent lock-up period. LTIPs contribute to aligning the interests of members of the management team who receive share grants with the interests of shareholders over the long term.

Lastly, shareholders are asked to grant full powers to the Board of Directors to use this authorization, within the limits specified above.

This authorization would be granted to the Board for a period of twenty-six (26) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous authorization with the same purpose.

Shareholders should note that if this proposed resolution is rejected, the authorization granted to the Board of Directors by the twenty-seventh resolution approved of the May 18, 2022 Annual Shareholders' Meeting would remain in force until its initial original term expired.

35. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS IN ORDER TO CARRY OUT A CAPITAL INCREASE THROUGH THE ISSUANCE OF SHARES RESERVED FOR THE MEMBERS OF EMPLOYEE SAVINGS PLANS (*PLANS D'ÉPARGNE*), WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF SUCH MEMBERS (35th RESOLUTION)

Having noted that the capital is fully paid up, having considered the Statutory Auditors' report and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Labor Code, shareholders will be invited to vote on an extraordinary resolution granting a delegation of authority to the Board to decide to increase the capital, on one or more occasions, in the proportions and at the times it deems appropriate, by issuing ordinary shares for cash to employees of the Company and of French and foreign related companies within the meaning of Article L. 225-180 of the French Commercial Code, who are members of a Company savings plan (*plan d'épargne d'entreprise*) and/or of any corporate mutual fund through which the plan members would subscribe for the new ordinary shares, under the following conditions:

- the capital increase(s) decided by the Board pursuant to this delegation of authority and carried out immediately or at a future date would not result in the issuance of more than three million (3,000,000) ordinary shares;
- the issuance price of the new ordinary shares would not exceed the average of the prices quoted for the Company's shares over the twenty (20) trading days preceding the date

of the Board's decision setting the opening date for subscriptions, and any discount on this average price would not be greater than the maximum discount allowed by law on the date of the Board's decision;

- the shareholders' preferential subscription rights to the new ordinary shares issued under this delegation of authority would be canceled in favor of employees who are members of a Company savings plan.

The total par value of the capital increases carried out pursuant to this delegation of authority would be deducted from the aggregate ceiling on capital increases set in the thirty-second resolution submitted for approval at this Annual Shareholders' Meeting.

Lastly, shareholders are asked to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority.

This delegation of authority would be granted to the Board for a period of twenty-six (18) months with effect from the date of the Annual Shareholders' Meeting. It would supersede the unused portion of any previous delegation with the same purpose.

AGGREGATE CEILING ON AUTHORIZATIONS

36. AGGREGATE CEILING ON CAPITAL INCREASES (36th RESOLUTION)

The aggregate ceiling on capital increases resulting from all of the authorizations to issue shares given by this Annual Shareholders' Meeting would be set at an amount (excluding premiums) of seven hundred and forty-three million seventy-nine thousand two hundred and seventy-eight euros (EUR 743,079,278).

This ceiling corresponds to the aggregate amount of the specific ceilings applicable to:

- capital increases without cancellation of preferential subscription rights (20th resolution); this specific ceiling includes the value of capital increases with cancellation of subscription rights in the event of a public offer (25th resolution), which in turn includes the value of any other capital increases with cancellation of/without preferential subscription rights, *i.e.*:
 - in the event of an offer governed by Article L. 411-2-1^o of the French Monetary and Financial Code (22nd resolution),
 - as consideration for securities tendered to a public exchange offer initiated by the Company (27th resolution),
 - as consideration for securities contributed to the Company, with cancellation of preferential subscription rights (28th resolution);
- capital increases on exercise of stock warrants (30th and 31st resolutions):

- with cancellation of preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing a contingent capital program (30th resolution),

- with cancellation of preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing an ancillary own funds program (31st resolution);

- capital increases resulting from stock option plans, share grant and performance share plans and employee savings plans (33rd and 34th resolutions).

Capital increases paid up by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts (23rd resolution) have a separate limit, given that they have no dilutive effect.

Capital increases resulting from the Board's use of the greenshoe option whereby the number of shares offered could be increased by 15% during the offer period (29th resolution), would be considered as being covered by the authorization used for the original offer. Consequently, such capital increases would be set off against the ceiling set in the authorization used for the original offer, as well as against the ceiling for capital increases without cancellation of preferential subscription rights (24th resolution) and the aggregate ceiling set in this resolution.

POWERS TO CARRY OUT FORMALITIES

37. POWERS TO CARRY OUT FORMALITIES (37th RESOLUTION)

Shareholders are asked to grant full powers to the holder of an original or an extract from, or a copy of the minutes of this meeting for the purpose of completing all formalities required by law.



SUMMARY OF 2022 ACTIVITY



(ARTICLE R. 225-81, 3° OF THE FRENCH COMMERCIAL CODE)

SCOR ENDS 2022 WITH A NET INCOME OF EUR 208 MILLION IN Q4 AND PROPOSES A DIVIDEND OF EUR 1.40 PER SHARE

- **Gross written premiums** of EUR 19,732 million in 2022, up 4.9%⁽¹⁾ compared with 2021.
- **Net loss** of EUR (301) million in 2022, compared with EUR 456 million net income in 2021.
- **Shareholders' equity** of EUR 5,133 million at the end of 2022, implying a **book value per share** of EUR 28.48, down -19.2% from December 2021 (EUR 35.26).
- **Estimated Group solvency ratio** of 213%⁽²⁾ at the end of 2022, in the upper part of SCOR's optimal range.
- **Attractive dividend policy pursued, with a dividend of EUR 1.40 per share proposed for 2022.**

SCOR SE's Board of Directors met on March 1, 2023, under the chairmanship of Denis Kessler, to approve the Group's 2022 financial statements.

KEY HIGHLIGHTS

2022 was the sixth consecutive year marked by a high frequency of natural catastrophes and other weather-related events, including floods in Australia, Hurricane Ian in the U.S., hailstorms in France and one of the worst droughts in Brazilian history. The beginning of the year was also marked by the continuation of the global pandemic as well as the start of the war in Ukraine, the largest military conflict Europe has seen in decades. On the macroeconomic front, strong inflationary pressures in Europe and the United States led central banks to raise interest rates, resulting in a sharp paradigm shift for investors and borrowers. These various developments have had a significant impact on reinsurers' earnings in 2022 but have also resulted in a combination of higher prices and higher investment returns, both of which are expected to strongly support reinsurers' performance in 2023.

In this challenging environment, SCOR continues to pursue its missions, once again demonstrating its ability to absorb the shocks of all kinds which the Group could be facing. The release of excess reserve margins in SCOR L&H enabled the Group to finance the increase in P&C technical reserves, to anticipate the impact of social and economic inflation. While the Group experienced significant claims from weather events and the Covid-19 pandemic, it remains very well capitalized with a Solvency ratio of 213%. SCOR ends 2022 with an accounting loss of EUR 301 million, which has been significantly reduced by the strong results in the fourth quarter. In Q4 2022, the Group generates a net income of EUR 208 million (equivalent to an annualized RoE of 16.8%), with each of the three business units delivering a positive result.

(1) At constant exchange rates.

(2) Solvency ratio estimated after taking into account the proposed dividend of EUR 1.40 per share for the fiscal year 2022.

SUMMARY OF 2022 ACTIVITY

The Q4 2022 results, along with the January 1, 2023 renewal results (published by SCOR on February 7, 2023), show the tailwinds from which the Group is now benefiting:

- In P&C reinsurance, the market continues to harden and SCOR records a 9% rate increase at the January 1, 2023 renewals, which should lead to a significant improvement in expected profitability.
- In L&H reinsurance, the combination of a strong underlying performance and a now reduced number of Covid claims enables SCOR to generate a technical margin of 13.3% over the quarter, without releasing excess technical reserves.
- The regular income yield on SCOR's investment portfolio continues to increase, driven by the rapid reinvestment of SCOR's portfolio, which benefits from a short duration and high reinvestment rates (4.9% at December 31, 2022).

The 2022 results reflect both the highly volatile operating environment and the Group's strong performance in the fourth quarter.

- **Gross written premiums** stand at EUR 19,732 million in 2022, up 4.9% at constant exchange rates compared with 2021 (up 12.1% at current exchange rates).
- **SCOR P&C** (Property and Casualty) gross written premiums are up 13.5% at constant exchange rates compared with 2021 (up 21.7% at current exchange rates). The net combined ratio stands at 113.2%, marked by several exceptional developments. It includes a Nat Cat ratio of 12.4%, claims relating to the impact of the drought in Brazil accounting for 2.6%, and the reserve increase announced in Q3 2022 to anticipate the impact of the social and economic inflation accounting for 6.2%.
- **SCOR L&H** (Life and Health) gross written premiums decline by 2.7% at constant exchange rates compared with 2021 (up 3.7% at current exchange rates). In 2022, SCOR L&H delivers a technical margin of 14.5%, benefiting from a strong underlying performance, active in-force management and the release of excess reserve margins (corresponding to EUR 460 million above an 8.3% normalized level of technical margin in the third quarter of 2022).
- **SCOR Investments** delivers a return on invested assets of 2.1% for 2022⁽¹⁾ with a regular income yield at 2.4% (3.1%⁽²⁾ in Q4 2022).

- **The Group cost ratio** stands at 4.5% of gross written premiums in 2022.
- **The Group net loss** stands at EUR (301) million for 2022. It reflects the combined impact of Nat Cat claims and drought claims in Brazil (EUR (204) million) and the non-recognition of DTAs (EUR (164) million total annual amount), while the impact of the P&C reserve increase is broadly offset by the release of L&H excess margins in Q3 2022. This net loss is reduced compared to Q3 2022 thanks to the Group's strong performance and net income of EUR 208 million in Q4 2022.
- The Group generates **operating cash flows** of EUR 500 million in 2022, driven by a positive operating cash flow of EUR 1,232 million from SCOR P&C, while operating cash flow from SCOR L&H is negative at EUR (732) million. In Q4 2022, both P&C and L&H generated positive operating cash flows.
- **The Group shareholders' equity** stands at EUR 5,133 million as of December 31, 2022, down from EUR 6,402 million at the end of 2021, resulting in a book value per share of EUR 28.48 compared to EUR 35.26 as of December 31, 2021. The largest driver for this change is the revaluation reserves (assets measured at fair value through OCI) which vary by EUR (955) million over 2022. The current unrealized losses on the fixed income portfolio (EUR 1.4 billion as of December 31, 2022) will not materialize and will quickly and significantly decrease as the securities on the portfolio reach maturity (expected recapture of EUR 0.9 billion in shareholders' equity over the next three years).
- **The Group financial leverage** stands at 32.4% as of December 31, 2022, up 4.6 points compared to December 31, 2021 (27.8%), due to the decrease in shareholders' equity. Adjusted for the negative impact of the revaluation reserves (assets measured at fair value through OCI) on the fixed income portfolio, the leverage ratio stands at 28.6% as of December 31, 2022.
- **The Group solvency ratio** is estimated at 213%⁽³⁾ on December 31, 2022, in the upper part of the optimal solvency range of 185%–220% defined in the last strategic plan. This solid capital base notably takes into account an impact of -26 points related to (i) the increase in P&C reserves in Q3 2022, and (ii) further resilience built within L&H assumptions in advance of IFRS 17.

(1) In 2022, fair value through income on invested assets excludes EUR (22) million related to the option on own shares granted to SCOR. The 2022 RoIA at 2.1% is calculated based on IFRS 9 and includes the impact of expected credit losses (ECL) and change in fair value of invested assets measured at fair value through profit and loss. Excluding those impacts (which would not have been recorded under IAS39), the RoIA would have been at 2.2%.

(2) Regular income yield and RoIA include one-off positive impacts of 20bps mainly resulting from a change in scope in Q4 2022. Excluding the one-off impacts, the Q4 2022 QTD regular income yield and the RoIA stand at 2.9% and 2.7% respectively.

(3) Solvency ratio estimated after taking into account the proposed dividend of EUR 1.40 per share for the fiscal year 2022.

ATTRACTIVE DIVIDEND POLICY PURSUED, WITH A DIVIDEND OF EUR 1.40 PER SHARE PROPOSED FOR 2022

The dividend policy remains unchanged: SCOR continues to favor dividends as a way to remunerate its shareholders and pursues the attractive dividend policy that it has implemented over the past years.

Despite the significant accounting loss recorded in 2022, the Group's capital position remains solid, its solvency ratio is in the upper part of the optimal range and SCOR is confident in its prospects. SCOR therefore proposes a dividend of EUR 1.40 per

share for the fiscal year 2022. This dividend will be submitted for shareholders' approval at the 2023 Annual General Meeting, to be held on May 25, 2023. The Board proposes to set the ex-dividend date at May 30, 2023, and the payment date at June 1, 2023.

At the end of 2022, the Group's solvency ratio is 219%. After taking the dividend into account, it stands at 213%, in the upper part of the optimal solvency range of 185%–220%.

ACCELERATION OF THE ONE-YEAR PLAN AND PREPARATION OF THE NEXT STRATEGIC PLAN

As of Q1 2023, the Group will publish its financial results under the new IFRS 17 accounting standard. This transition will allow SCOR to disclose the full value of its portfolio through the introduction of the Contractual Service Margin (CSM), which reflects the present value of expected future profits based on strict rules. Together with the Group's shareholders' equity, the CSM is one of the two components of the Group's Economic Value. At January 1, 2022, this Economic Value was at a point estimate of EUR 10.8 billion, within a range of EUR 10.5–11.1 billion⁽¹⁾ (of which EUR 6.7–7.0 billion for shareholders' equity and EUR 5.1–5.4 billion for CSM gross of tax).

During a session dedicated to IFRS 17 on April 12, 2023, SCOR published its objectives and performance assumptions for 2023 under IFRS 17, along with an update of the Economic Value (and its main components) as at January 1, 2023.

SCOR's new Chief Executive Officer will take up his post on May 1, 2023, and the Board of Directors has asked him to develop a strategic plan under IFRS 17 that will enable the Group to take full advantage of the favorable market conditions. The outline of this strategic plan will be presented at the Annual General Meeting on May 25, 2023. SCOR's Investor Day will be held on September 7, 2023, at which time details of the Group's strategic direction, financial performance assumptions and new targets will be presented. The Group will continue to leverage its global underwriting platform and know-how to seize market opportunities, building on its status as a Tier 1 reinsurer, a recognized leading market position, a high-quality franchise, a very strong financial profile and recognized technical expertise.

(1) Net of tax. A notional tax rate of 25% was applied to the CSM to calculate Economic Value.

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INSTRUCTIONS FOR ATTENDING AND VOTING

CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

All shareholders are entitled to participate in the Meeting, regardless of the number of shares they own.

If the shareholders cannot personally participate the Meeting, they may select one of the following three options:

1. vote either electronically using the Internet or by mailing the enclosed paper voting form, under the conditions described below;
2. give a proxy, in accordance with the provisions of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code, to any individual or legal entity of their choice;
3. send Uptevia the enclosed paper voting form without appointing a representative; the vote will then be counted (i) in favor of the draft resolutions approved by the Board of Directors and (ii) against all other draft resolutions.

The shareholders may not in any case send in both a proxy form and a paper voting form.

SCOR encourages the shareholders to directly give their instructions electronically by using the Internet, prior to the Shareholders' Meeting. With this additional voting method, shareholders will be able to benefit from all the options available on the paper voting form *via* a secured website *i.e.* (i) vote by mail or (ii) give a proxy to the Chairman or to any other individual or legal entity of their choice.

Access to the secured website is protected by an ID number and a password. All data transfers are encoded in order to protect the shareholders' voting privacy.

If the shareholders wish to choose this procedure to send their instructions, the instructions are detailed below under the section entitled "Via the Internet" (page 72). Otherwise, the shareholders shall refer to the section entitled "With the paper voting form" (page 70).

PRIOR FORMALITIES TO BE ACCOMPLISHED TO PARTICIPATE IN THE SHAREHOLDERS GENERAL MEETING

Pursuant to Article R. 22-10-28 of the French Commercial Code, the right to participate in the General Meeting is subject to formal registration of shares in the name of the shareholder or of the authorized intermediary acting on their behalf (pursuant to Article L. 228-1 of the French Commercial Code), by T-0 (Paris time) on the second (2nd) working day preceding the General Meeting (*i.e.*, May 23, 2023), either in the registered share accounts held by the Company (or by its agent), or in the bearer share accounts held by the authorized intermediaries in accordance with Article L. 211-3 of the French Financial and Monetary Code.

For holders of registered shares:

The shares must be registered in the Company's share registers (pure or administered) on the second (2nd) business day preceding the Meeting at 0:00 am (Paris time) *i.e.* on Tuesday May 23, 2023 at 0:00 am, Paris time, France.

For holders of bearer shares:

The formal registration of the shares in the bearer share accounts held by the authorized financial intermediaries is confirmed by a participation certificate (*attestation de participation*) issued by the intermediaries (electronically or by post) under the conditions provided for in Article R. 22-10-28 of the French Commercial Code (with reference to Article R. 225-61 of the same code), which has to be annexed to:

- the postal voting form;
- the proxy voting form;
- the request for an entry card (*carte d'admission*) under the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A participation certificate is also issued to shareholders wishing to attend the meeting in person who have not received or who have misplaced their entry card on the second (2nd) business day before the date of the Meeting, *i.e.*, on Tuesday May 23, 2023 at 0:00 am, Paris time, France.

Notice, prior to the Meeting, of participations linked to temporary ownership of shares (securities lending)

In accordance with Article L. 22-10-48 of the French Commercial Code, if the number of shares temporarily owned by them represents more than 0.5% of the voting rights, temporary shareholders are required to report the number of shares they temporarily own to the *Autorité des marchés financiers* (AMF), and to SCOR SE, at the latest on the second (2nd) business day before the date of the Meeting, *i.e.* on Tuesday May 23, 2023 at 0:00 am, Paris time, France. This statement must be sent to the AMF at the following dedicated e-mail address: declarationpretsemprunts@amf-france.org. This declaration must include, in addition to the number of shares acquired under one of the aforementioned transactions, the identity of the seller, the date and expiration of the contract relating to the transaction and, if applicable, the voting agreement. The Company shall publish these informations in accordance with the terms and conditions set forth in the French Financial Markets Authority's (AMF) general regulations. If the Company and the AMF are not informed in accordance with the aforementioned conditions, the shares acquired under one of these transactions are, pursuant to Article L. 22-10-48 of the French Commercial Code, deprived of voting rights for the general meeting concerned and for any shareholders' meeting held until the shares are resold or returned.

HOW TO PARTICIPATE IN THE GENERAL MEETING WITH THE PAPER VOTING FORM

ATTENDING THE GENERAL MEETING IN PERSON 1

Shareholders wishing to attend the General Meeting in person should request an entry card (*carte d'admission*) by ticking box 1 "*Je désire assister à cette assemblée et demande une carte d'admission*" ("I wish to attend the shareholder's meeting") on the form and by returning their application for an entry card (*carte d'admission*) dated and signed:

- **Holders of registered shares:** must send the request for an entry card (*carte d'admission*) directly to Uptevia (CTO Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex) or, on the day of the General Meeting, the holders of registered shares can also go directly to the counter specifically created for this purpose with an identity document;
- **Holders of bearer shares:** must ask the authorized financial intermediary with whom their shares are registered, for an entry card to be sent to them. The account holder financial intermediary shall send the form to Uptevia, an institution appointed by SCOR SE and in charge of the General Meeting, along with a participation certificate (*attestation de participation*).

Any shareholder not attending the General Meeting in person may choose one of the three following options:

TO GRANT A PROXY TO THE CHAIRMAN 2

The shareholder must tick box 2 "*Je donne pouvoir au président de l'assemblée générale*" ("I hereby give my proxy to the Chairman of the General Meeting"), date and sign the bottom of the form. In this case, the proxy will be granted to the Chairman of the General Meeting who will vote in favor of the draft resolutions presented or approved by the Board of Directors and vote against the approval of all the other draft resolutions.

TO GRANT A PROXY TO ANY NATURAL OR LEGAL PERSON OF HIS OR HER CHOICE 3

The shareholder can designate a proxy who will agree to vote as instructed by the shareholder.

The shareholder must, tick box 3 "*Je donne pouvoir à*" ("I hereby appoint"), specify the identity of his or her agent, then date and sign the bottom of the form.

If a proxy is granted without specifying the identity of the agent, the Chairman of the General Meeting will vote in favor of the draft resolutions presented or approved by the Board of Directors and vote against the approval of all the remaining draft resolutions. To perform any other vote, shareholders must designate a proxy who will agree to vote as instructed by the shareholder.

The appointment or removal of a proxy can also be electronically submitted to the Company *via* the Votaccess dedicated secure website of the General Meeting by following the procedure hereinafter described.

TO VOTE BY POST 4

The shareholder must tick box 4 "*Je vote par correspondance*" ("I vote by post"), specify his or her vote for each resolution and then date and sign the bottom of the form.

HOW TO FILL-IN THE FORM?

Shareholders wishing to vote by post have to tick this box (option 4) and then indicate your vote for each resolution.

Shareholders wishing to attend the meeting in person have to tick this box (option 1)

Shareholders wishing to give a proxy to the Chairman of the Meeting have to tick this box (option 2).

Shareholders wishing to give a proxy to any individual or legal entity have to tick this box and fill in the agent's name and address (option 3).

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission - dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDERS MEETING and request an admission card - date and sign at the bottom of the form.



CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif / Registered
 Porteur / Bearer

Vote simple / Single vote
 Vote double / Double vote

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.
 On the draft resolutions not approved, I cast my vote by shading the box of my choice.

Non / No	1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR A : Cf. au verso (6)
I HEREBY APPOINT : See reverse (6)
 M, Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Shareholders have to date and sign the form.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box

- Je donne pouvoir au Président de l'Assemblée Générale // I appoint the Chairman of the general meeting
 - Je m'abstiens // I abstain from voting
 - Je donne procuration [cf. au verso recto (4)] à M, Mme ou Mlle, Raison Sociale pour voter en mon nom // I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
 To be considered, this completed form must be returned at the latest then :

sur 1^{er} convocation / on 1st notification
 sur 2^{ème} convocation / on 2nd notification

à la banque / by the bank
 à la société / by the company

Date & Signature

- Si le formulaire est renvoyé daté et signé mais sans aucun choix et est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandatari), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale - If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting

If not already mentioned on the form, shareholders shall indicate their surname, first name and address.

NOTICE: In any way it is not possible to send back simultaneously a request for an entry card (carte d'admission), a proxy form and a postal vote form.

REQUEST FOR AN ENTRY CARD (*CARTE D'ADMISSION*) OR VOTING BY POST OR BY PROXY SENT BY POSTAL SERVICE

The present convening notice includes, for holders of registered shares, a **single form** for postal or proxy voting or for requesting an entry card (*carte d'admission*).

Holders of bearer shares must contact the financial intermediary through which their shares are registered in order to obtain a postal or proxy voting form or to request an entry card (*carte d'admission*).

Duly completed and signed single postal and proxy voting forms or requests for entry cards (*cartes d'admission*) shall be received by Uptevia (CTO Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex)

by three **(3:00) p.m. (Paris time) on the day preceding the General Meeting at the latest** (i.e. May 24, 2023):

- **Holders of registered shares** must send their single forms to Uptevia (CTO Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex); or
- **Holders of bearer shares** must send their single forms to their financial intermediary as soon as possible, in order to allow this intermediary to transfer the form in due time to Uptevia, an institution appointed by SCOR SE and centralizing the meeting, accompanied by a participation certificate (*attestation de participation*).

NOTICE: shareholders are advised not to wait until the day prior to the General Meeting to vote in order to avoid potential saturation and to allow for the processing time of the forms (and, when relevant, to account for potential delays in sending and receiving the entry cards (*cartes d'admission*)).

HOW TO PARTICIPATE IN THE GENERAL MEETING VIA INTERNET

The General Meeting is broadcast live on SCOR's website on: www.scor.com.

REQUESTING AN ENTRY CARD ONLINE (*CARTE D'ADMISSION*)

Shareholders wishing to attend this General Meeting in person can also make a request for an entry card (*carte d'admission*) electronically, *via* the Votaccess secure platform that will be open at the latest fifteen (15) days prior to the General Meeting, as follows:

FOR HOLDERS OF REGISTERED SHARES (PURE OR ADMINISTERED REGISTERED SHARES)

Holders of registered shares should apply online using the Votaccess secure platform that is accessible on the Planetshares website at the following address: <https://planetshares.uptevia.pro.fr>.

- *Holders of pure registered shares* must log onto the Planetshares website with the login credentials they normally use.
- *Holders of administered registered shares* must log onto the Planetshares website with the identifying number located in the top right corner of their paper voting form sent to them by post together with the present shareholder meeting brochure. If the shareholder were to no longer have access to his or her identifying number and/or password, he or she may call the number 0 826 109 119.

After logging on, the holders of registered shares must follow the instructions provided on the screen in order to access the Votaccess website and request an entry card (*carte d'admission*).

Specific situation for the employees or former employees of SCOR holding shares in administered registered form obtained upon the exercise of stock options or free allocations of shares and held at Société Générale Securities Services

Employees or former employees of SCOR holding shares resulting from the exercise of stock options or free allocations of shares held at Société Générale Securities Services may access the dedicated, secure website of the General Meeting by logging on to the Planetshares website (<https://planetshares.uptevia.pro.fr>) using the identifying number located in the top right corner of their paper voting form sent to them by post together with the present shareholder meeting brochure and an identification criterion which corresponds to the eight (8) last digits of their Société Générale Securities Services identifying number which is made up of sixteen (16) digits and appears on the top left corner of their Société Générale account statement. After logging on, shareholders must then follow the instructions on the screen in order to obtain their login password and then access the Votaccess dedicated secure website of the General Meeting and request an entry card (*carte d'admission*).

FOR HOLDERS OF BEARER SHARES

Holders of bearer shares must make the necessary enquiries in order to know whether their account-keeping institution is connected to the Votaccess website and, if applicable, if the said access is subject to particular conditions of use.

If the account-keeping institution is connected to the Votaccess website, the shareholder will have to log onto the internet portal of its account-keeping institution with the username and password he or she normally uses. He or she will then have to click on the icon that appears on the line relating to his or her SCOR shares and follow the instructions provided on the screen in order to access the Votaccess website and request an entry card (*carte d'admission*).

Only the holders of bearer shares with an account-keeping institution that is connected to the Votaccess website will be able to request an entry card (*carte d'admission*) via the internet.

It is stated that the shareholders shall have access to the General Meeting room from nine (9:00) a.m., Paris time. The attendance sheet shall be finalized at the latest at ten thirty (10:30) a.m., Paris time. Any shareholder, arriving after such deadline shall have the right to attend to the General Meeting but not to vote.

NOTICE: shareholders wishing to attend this General Meeting are advised to promptly request their entry cards (*cartes d'admission*) in order to avoid potential saturation and to account for the timeframes in sending and receiving the entry cards (*cartes d'admission*).

VOTING AND APPOINTING A PROXY ONLINE

In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, SCOR is also offering its shareholders the opportunity to submit their voting instructions, appoint or remove a proxy via the internet, on the

Votaccess secured platform that will be opened at the latest fifteen (15) days prior to the General Meeting, under the following conditions:

HOLDERS OF REGISTERED SHARES (PURE OR ADMINISTERED REGISTERED SHARES)

Holders of registered shares which are *either pure or administered registered shares* and who wish to vote on the internet will access the Votaccess website through the Planetshares site at the following address: <https://planetshares.uptevia.pro.fr>.

- **Holders of pure registered shares** must log onto the Planetshares website with the login credentials they normally use;
- **Holders of administered registered shares** must log onto the Planetshares website using their identifying number which appears in the top right corner of their paper voting form sent to them by post. If the shareholders no longer have access to their identifying number and/or password, they may call 0 826 109 119.

After logging on, holders of registered shares must follow the instructions provided on the screen in order to access the Votaccess website and vote, or appoint or remove a proxy.

Specific situation for employees or former employees of SCOR holding shares in administered registered form obtained upon the exercise of stock options or free allocations of shares held at Société Générale Securities Services

Employees or former employees of SCOR holding shares resulting from the exercise of stock options or free allocations of shares held at Société Générale Securities Services may access the dedicated, secure website of the General Meeting by logging onto the Planetshares website (<https://planetshares.uptevia.pro.fr>) using the identifying number located in the top right corner of their paper voting form and an identification criterion which corresponds to eight (8) last digits of their Société Générale Securities Services identifying number which is made up of sixteen (16) digits and appears on the top left corner of their Société Générale account statement. After logging on, shareholders must then follow the instructions on the screen in order to obtain their login password and then access the Votaccess dedicated secure website of the General Meeting and vote, or appoint or remove a proxy.

HOLDERS OF BEARER SHARES

Holders of bearer shares must make the necessary enquiries in order to know whether their account-keeping institution is connected to the Votaccess website and, if applicable, if said access is subject to particular conditions of use.

If the account-keeping institution is connected to the Votaccess website, the shareholder will have to log onto the internet portal of its account-keeping institution using the login credentials he or she normally uses. He or she will then have to click on the icon that appears on the line relating to his or her SCOR shares and follow the instructions provided on the screen in order to access the Votaccess website and vote, appoint or remove a proxy.

If an account-keeping institution is not connected to the Votaccess website, it is stated that the appointment or removal of a proxy may be notified electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code as follows:

- the shareholder must send an email to Paris_France_CTS_mandats@uptevia.pro.fr. This email must include the following information: name of the company involved, date of the General Meeting, name, surname, address, bank details of the proxy as well as the name, surname and if possible the address of the shareholder;
- the shareholder must ask his or her financial intermediary managing his or her share account to send a written confirmation to Uptevia (CTO Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex).

Only the notifications of appointment or removal of proxies may be addressed to the aforementioned email address. Any other request or notification regarding any other matter will not be taken into account and/or processed.

NOTICE: the possibility, on the one hand, to vote, and on the other hand, to appoint or to remove a proxy online prior to the General Meeting will end on the day prior to the General Meeting (*i.e.*, May 24, 2023), at three (3:00) p.m., Paris time. Shareholders are however advised not to wait until the day prior to the General Meeting to log onto the website in order to account for potential timeframes in receiving the passwords and any potential website traffic problems.

IN THE EVENT OF A TRANSFER OF SHARES PRIOR TO THE GENERAL MEETING

When a shareholder has already voted remotely or sent his proxy form or made a request for an entry card (*carte d'admission*) or a participation certificate (*attestation de participation*) in this case:

- if the transfer of ownership takes place before T-0 (Paris time) on the second (2nd) working day prior to the General Meeting (*i.e.*, May 23, 2023), the Company must invalidate or amend the postal vote cast, the proxy, the entry card (*carte d'admission*) or the participation certificate (*attestation de participation*) and, if the assigned shares are bearer

shares, the authorized intermediary and account holder must, for this purpose, notify such transfer of ownership to the Company or to its agent and provide all necessary information;

- if the transfer of ownership takes place after T-0 (Paris time) on the second (2nd) working day prior to the General Meeting (*i.e.*, May 23, 2023), it shall neither be notified by the authorized intermediary nor taken into account by the Company, notwithstanding any agreement to the contrary.

PREPARATORY DOCUMENTS FOR THE GENERAL MEETING

All the documents listed under Article R. 22-10-23 of the French Commercial Code, especially the documents to be presented at the General Meeting in accordance with Article R. 225-83 of the French Commercial Code, will be available on the SCOR website at <https://www.scor.com/en/shareholders-meetings>, from the twenty-first day (21st) prior to the General Meeting.

The shareholders may also obtain, within the statutory deadline, a copy of all documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code:

- **by sending their request to:**

Uptevia
CTO Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex

- **or by filling up the contact form on the Planetshares website** (under <https://planetshares.uptevia.pro.fr>)
- **or by sending their request to SCOR's Investors Relations Service** to the following address: investorrelations@scor.com.

In accordance with the law and the statutory deadlines, all documents that must be submitted to the General Meeting will be made available to shareholders, at the registered office of the Company from the date of publication of the notice relating to the General Meeting.

WRITTEN QUESTIONS OF THE SHAREHOLDERS

From the date of the notice of the General Meeting, all shareholders have the ability to submit the written questions of their choice to the Board of Directors, by sending them to the registered office of SCOR SE (Immeuble SCOR, 5, avenue Kléber, 75795 Paris Cedex 16) by registered letter with acknowledgement of receipt, or by e-mail (investorrelations@scor.com), addressed to the Chairman of the Board of Directors, at least four (4) business days prior to the date of the General Meeting (*i.e.* May 19, 2023). Such written

questions must be sent along with a certificate confirming the registration of shares (*attestation d'inscription*), either in the registered share accounts held by Uptevia, or in the bearer share accounts held by the authorized intermediary. These written questions will be answered during the General Meeting or, in accordance with Article L. 225-108 of the French Commercial Code, the answer will be deemed to have been given as long as it appears on the Company's website in the section devoted to questions and answers.

We ask the shareholders to support the Group's strategy by voting in favor of the resolutions approved by the Board of Directors of SCOR SE, which are listed in detail in this brochure.

REQUEST FORM FOR ADDITIONAL DOCUMENTS AND INFORMATION PURSUANT TO ARTICLE R. 225-83 OF THE FRENCH COMMERCIAL CODE

Please return the form duly filled-in to:

Uptevia
CTS – Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93 761 Pantin – Cedex

SCOR
Combined General Meeting
of May 25, 2023
at 10:00 a.m.

I, the undersigned: _____

Surname (company name) : _____

First name: _____

Address:

N°: _____ Street: _____

Code: City: _____ Country: _____

Electronical address: _____ @ _____

Holder of:

- _____ registered shares of SCOR SE (account number: _____); and/or
- _____ bearer shares, registered in the books of ⁽¹⁾: _____

Hereby request **SCOR SE** to send me, at no charge, in anticipation of the Combined Ordinary and Extraordinary Shareholders Meeting to be held on **May 25, 2023**, the documents and information referred to in Article R. 225-83 of the French Commercial Code.

Executed in _____, on _____ 2023

Signature

(1) Please provide specific details of the bank, financial institution or brokerage firm which is the custodian of the shares considered (the sending together with the present form of a certificate issued by an authorized intermediary is required to evidence the quality of shareholder of SCOR SE at the time of his/her request).

NOTA: Pursuant to Article R. 225-88 of the French Commercial Code, the shareholders holding registered securities can, via a single request, obtain from SCOR SE the sending of the documents listed under Article 225-81 and Article R. 225-83 of the same Code for each of the future shareholders' meetings.



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Tél. : + 33(0)1 55 32 29 74



European Company

With a share capital
of EUR 1,415,265,813.82
RCS Paris B 562 033 357

Corporate Office

5, avenue Kléber
75116 Paris
France

Mail address

5, avenue Kléber
75795 Paris Cedex 16
France

Telephone: +33 (0)1 58 44 70 00

Fax: +33 (0)1 58 44 85 00

To learn more about SCOR's
strategy, goals, commitments
and markets, visit our website

www.scor.com

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